

ARTICLES OF INCORPORATION

OF

JPH, INC.

(This is a Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, Lawrence L. Bell, whose post office address is 8401 Connecticut Avenue, Suite 1111, Chevy Chase, MD 20815 being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland, including particularly the Close Corporation Act, form a Corporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation" is:

JPH, INC.

THIRD: This is a Close Corporation formed under the provisions of the Corporations and Associations Article, Section 4-101 et. seq., of the Annotated Code of Maryland, as amended, and the purposes for which the Corporation is formed are as follows:

(a) To engage in the business of consulting.

(b) To invest funds in real estate, mortgage, stocks, bonds or any other type of investment or to own real or personal property necessary for the corporate purposes mentioned herein.

(c) To do such acts and carry on such business as may be permitted by the Close Corporation Act of the State of Maryland subject to the limitations thereof, and Section 2-103 of the Corporation and Associations article, Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this state is 101 Cherry Tree Lane, Williamsport, MD 21795. The resident agent of

32378141

the Corporation is John P. Healey, whose post office address is 101 Cherry Tree Lane, Williamsport, MD 21795. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares with par value of Ten cents (\$.10) per share, all of one class and designated as common stock, and having an aggregate par value of One Thousand Dollars (\$1,000).

SIXTH: The Corporation shall have no Board of Directors, but John P. Healy shall act as such until such time as the completion of organization of the Corporation and the issuance of one or more shares of stock and, thereafter, the business and affairs of the Corporation shall be managed by direct action of the Stockholders and all powers given to Directors by law and this Charter may be exercised by the Stockholders.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders: NONE.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these articles of Incorporation on the 23rd day of August, 1983, and acknowledge the same to be my Act.

Witness:

Harold E. Brown

INCORPORATOR:

Lawrence L. Bell  
Lawrence L. Bell

ARTICLES OF INCORPORATION

OF

JPH, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 25, 1983 at 9 :24 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2608, folio 3  
1763, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



A. 146872

4

RECORD 5.00  
B SUB 30.00  
04 2667 3-13 P3:59

ARTICLES OF AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION OF  
THE KELLER STONEBRAKER COMPANY

THIS IS TO CERTIFY:

1. That the Board of Directors of The Keller Stonebraker Company, a Maryland Corporation, having its principal office in Hagerstown, Maryland, at a meeting duly called and held on August 8, 1983, upon motion, duly made, seconded and carried, adopted the following resolutions:

RESOLVED: That it is advisable to amend the Charter of the corporation by striking out the second paragraph of the Certificate of Incorporation and inserting in lieu thereof the following:

The name of the corporation (which is hereinafter called "Corporation") is KELLER-STONEBRAKER INSURANCE, INC.

RESOLVED: That a meeting of the stockholders of the corporation to take action upon the adoption of the proposed amendment advised, as aforesaid, be, and the same is hereby called to convene at the office of the Company at 111 West Washington Street, Hagerstown, Maryland, August 8, 1983, at 10:00 a.m.

2. That the meeting of the stockholders of the corporation called by the Board of Directors of the corporation as aforesaid, and duly warned in compliance with the corporation laws of the State of Maryland, was held August 8, 1983, and at said meeting of the stockholders by the affirmative vote of all the common capital stock issued and outstanding and entitled to vote duly adopted the amendment to the Charter of the corporation advised by the Board of Directors aforesaid.

IN WITNESS WHEREOF, the said corporation has caused these presents to be signed in its name by its President and its corporate seal to be affixed and attested by its Secretary.

THE KELLER STONEBRAKER COMPANY

By John L. Schnebly  
John L. Schnebly, President

ATTEST TO CORP. SEAL:

Karen A. Spessard  
Karen A. Spessard, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 11<sup>th</sup> day of August, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John L. Schnebly, President of The Keller Stonebraker Company, a Maryland corporation, and acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time also appeared Karen A. Spessard Secretary, and made oath in due form of law that she was Secretary of the Meeting of the stockholders of the corporation at which the amendments of the Charter of the corporation were adopted and that the matters and facts set forth in said Articles of Amendment are true.

WITNESS my hand and official Notarial Seal the day and year first above written.

Harold W. Spessard  
Notary Public

My Commission Expires: 7/1/86

32298097

ARTICLES OF AMENDMENT  
 OF  
 THE KELLER STONEBRAKER COMPANY  
 Changing its name to  
 KELLER-STONEBRAKER INSURANCE, INC.

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland August 17, 1983 at 9:56 o'clock A. M. as in conformity  
 with law and ordered recorded.

2

Recorded in Liber 2607, folio 0213 one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
 been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 144041

RECORD	6.00
B SUE	36.00
04 2668	3-13 P4:00

GLADJACK, INC.

## ARTICLES OF VOLUNTARY DISSOLUTION

GLADJACK, INC., a Maryland corporation, having its principal office in Boonsboro, Maryland, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is Alternate U. S. Route 40 West, Route #1, Boonsboro, Maryland, 21713.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are Jack M. Charles, 129 North Colonial Drive, Hagerstown, Maryland, 21740.

FOURTH: The name and address of each director of the Corporation are as follows:

Jack M. Charles, 129 North Colonial Drive, Hagerstown, Maryland, 21740.

Gladys B. Charles, 129 North Colonial Drive, Hagerstown, Maryland, 21740.

Vicki Lumm, 135 Greenfield Avenue, P. O. Box 283, Maugansville, Maryland, 21767.

Jill Spalding, 609 Ravenswood Drive, Hagerstown, Maryland, 21740.

FIFTH: The name, title and address of each officer of the Corporation are as follows:

Gladys B. Charles, President, 129 North Colonial Drive, Hagerstown, Maryland, 21740.

Vicki Lumm, Vice President, 135 Greenfield Avenue, P. O. Box 283, Maugansville, Maryland, 21767.

Jill Spalding, Secretary-Treasurer, 609 Ravenswood Drive, Hagerstown, Maryland, 21740.

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32358180

~~31888083~~ CP

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all stockholders of the Corporation, duly approved by the stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, GLADJACK, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 16th day of June, 1983, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of GLADJACK, INC. and, under the penalties of perjury, that the matters and facts set forth

herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

(CORPORATE SEAL)

GLADJACK, INC.

ATTEST:

BY:

*Jill M. Spalding*  
Jill Spalding  
Secretary-Treasurer

*Gladys B. Charles*  
Gladys B. Charles  
President

OFFICE OF  
**HARRY C. SNOOK**  
**COUNTY TREASURER**  
 COURT HOUSE ANNEX  
 HAGERSTOWN, MARYLAND 21740  
 Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer  
~~LEONARD HOLMES, Deputy Treasurer~~  
 HELEN B. LEWIS, Deputy Treasurer

*The Court House*  
 SERVING WASHINGTON COUNTY SINCE 1873

June 15, 1983

RE: Dissolution - Gladjack, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County Show that all taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

GLADJACK, INC.

have been paid to and including the fiscal year July 1, 1982, to June 30, 1983.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 16th day of June, A.D., 1983.

*Harry C. Snook*  
 Harry C. Snook  
 Treasurer for Washington  
 County, Maryland

slb

PERSONAL PROPERTY TAX

Year 1982-1983

Name Gladjack, Inc.
c/o Jack Charles
129 N. Colonial Dr.
Hagerstown, Md. 21740

Basis 34,710
Amount \$208.26
Discount
Interest
Net Amount

Mayor and Council of Boonsboro, Maryland

PERSONAL PROPERTY TAX

Year 1982-1983

OFFICE HOURS: MONDAY thru FRIDAY 9:00 A. M. to 4:00 P. M.

Table with 2 columns: Personal Property, Total Basis. Values: 34,710, 34,710.

RATE: \$.60

Barbara Rodenhiser
To Boonsboro Tax Collector

Taxes at 60 cents per \$100. \$208.26

If paid before 7/31/82 deduct \$4.16

If paid before 8/31/82 deduct \$2.08

Interest from at

Net Amount

Please make all checks and/or money orders payable to "Tax Collector, Boonsboro, Md." When remittances are made by mail, please enclose both sections of this tax bill. Receipt will be sent by return mail. Boonsboro Tax Collector 11 St. Paul Street Boonsboro, Md. 21713

You are hereby notified that if your Corporation Taxes for are not paid within thirty days from this day, 19, I will proceed to collect the same by way of distress and execution to be levied on your real or personal property.

Interest from

Boonsboro Tax Collector

Boonsboro, Maryland,

Received payment in full of above Corporation Taxes for \$

Collector

Handwritten note: 7/11/83. Called Barbara Rodenhiser at Mayor & City Council of Boonsboro who advised all personal property taxes for Gladjack Inc. for 1982-83.

DATE 06/24/82

SIG. E. HARVEY GOULSON

CERTIFICATION FROM THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

TO COLLECTOR OF TAXES FOR BGDNSBOPC  
 NOTE: COUNTY COLLECTORS are to collect STATE and COUNTY TAXES at the FULL STATE AND COUNTY RATES.  
 TOWN COLLECTORS are to collect TOWN TAXES at the REGULAR TOWN RATES.

ASSESSED VALUES OF TANGIBLE PERSONAL PROPERTY OF

1982  
 D11R2336 CERTIFICATION LOCATION CODE = 22000001  
 GLADJACK, INC.

C/O PCUTE #1  
 ALTERNATE U.S. ROUTE 40 WEST  
 BGDNSBOPC, MD. 21703

NAME OF TAXPAYER

ADDRESS

STATE RATE

ASSESSMENT COUNTY RATE

TOWN RATE

PERSONAL PROPERTY TAX

Name Gladjack, Inc.  
 C/o Jack Charles  
 129 N. Colonial Dr.  
 Hagerstown, Md. 21740

Basis 34,710  
 Amount \$208.26  
 Discount 4.16  
 Interest \_\_\_\_\_  
 Net Amount 204.10

Year 1982-1983  
 PAID  
 JUL 27 1982  
 [Handwritten signature]



STATE OF MARYLAND  
**COMPTROLLER OF THE TREASURY**  
 STATE TREASURY BUILDING  
 P.O. BOX 466      PHONE (301)-269-3814  
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
 COMPTROLLER

J. BASIL WISNER  
 CHIEF DEPUTY

**GENERAL ACCOUNTING DIVISION**  
 ARNOLD G. HOLZ, C.P.A.  
 DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

GLADJACK INCORPORATED

have been paid.

WITNESS my hand and official seal this

19th day of AUGUST      A.D. 1983.



*Patricia A. McNeal*

DEPUTY COMPTROLLER  
 COMPTROLLER OF THE TREASURY

PS-409

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION  
 of the GLADJACK, INC.

were received for record on August 23, 1983

in accordance with the provisions of Sec. 3-407 of the  
 Corporations and Associations Article of the Code.

*Gene L. Buner*  
 Director

ARTICLES OF DISSOLUTION  
OF  
GLADJACK, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 23, 1983 at 1:33 o'clock P. M. as in conformity  
with law and ordered recorded. 8

Recorded in Liber 2607, folio 1790, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 0.00 Recording fee paid \$ 24.00 Special Fee paid \$ 30.00

6.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

D.W. Hill



A 144186

Received for Record March 13, 1984 at 4:01 o'clock P.M.  
Liber 33

RECORD 5.00  
B SUB 41.00  
04 2669 3-13 P4:01

VALLEY MEDICARE EQUIPMENT, LTD.

ARTICLES OF AMENDMENT

Valley Medicare Equipment, Ltd., a Maryland corporation, having its principal office in Hagerstown, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

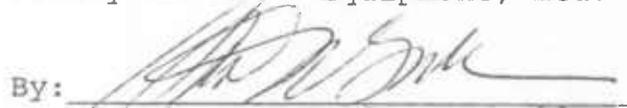
FIRST: The charter of the Corporation is hereby amended by striking out Article SECOND and inserting in lieu thereof the following:

SECOND: The name of the corporation is HOMEDCO, INC.

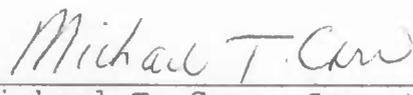
SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF: Valley Medicare Equipment, Ltd. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and attested by its Secretary or one of its Assistant Secretaries on July 22, 1983.

Valley Medicare Equipment, Ltd.

By:   
Stephen N. Gordon, President

Attest:

  
Michael T. Carr, Secretary

The undersigned, President of Valley Medicare Equipment, Ltd., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name of and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



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Stephen N. Gordon, President

ARTICLES OF AMENDMENT  
OF  
VALLEY MEDICARE EQUIPMENT, LTD.  
Changing its name to  
HOMEDCO, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 22, 1983 at 10:35 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2608, folio 1477, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



A 146824

0202  
17

Received for Record March 13, 1984 at 4:02 o'clock P.M. Liber 33

RECORD 5.00  
B SUB 46.00  
04 2670 3-13 P4:02

DJM/js  
4/5/83

CA

ARTICLES OF MERGER  
MERGING BUTLER-JONES AIR FREIGHT, INC.  
INTO HENSON AVIATION, INC.

BUTLER-JONES AIR FREIGHT, INC., a Maryland Corporation, (hereinafter referred to as "Butler-Jones") and HENSON AVIATION, INC., a Maryland Corporation, (hereinafter referred to as "Henson"), hereby certify to the State Department of Assessments and Taxation of Maryland that:

1. The constituent corporations desire to accomplish a statutory merger under the laws of the State of Maryland, which will constitute a reorganization pursuant to and in compliance with §368(a)(1)(A) and §332 of the Internal Revenue Code of 1954, as amended.

2. The surviving corporation shall be Henson Aviation, Inc. which was incorporated in Maryland in April, 1971, with its principal office located at P. O. Box 689, Washington County Regional Airport, Hagerstown, Maryland, 21740, which is in Washington County, Maryland.

3. The disappearing corporation shall be Butler-Jones Air Freight, Inc. Butler-Jones was incorporated in Maryland in April, 1970, with its principal office located in Salisbury-Wicomico Airport, Salisbury, Maryland, which is in Wicomico County, Maryland.

4. This merger is one of a totally owned subsidiary, Butler-Jones, of the parent Corporation (Henson).

5. The merged corporation owns no real property either within or outside the State of Maryland.

6. The terms and conditions of the merger set forth in these Articles were advised, authorized, and approved unanimously through the execution of consent resolutions by the directors of Butler-Jones and Henson, all in accordance with the Corporation and Association Article of the Code of Maryland.

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7. All assets of Butler-Jones shall become the assets of Henson, and Henson will become liable and responsible for all debts and liabilities of Butler-Jones.

8. There shall be no change in the officers, directors or bylaws of Henson by virtue of the merger.

9. Henson is authorized to issue one thousand two hundred and fifty (1,250) shares of Ten Dollar (\$10.00) par value common stock. Presently, five hundred and five (505) of these shares are issued and outstanding, the total aggregate value of these shares being Five Thousand Fifty Dollars (\$5,050.00). Butler-Jones is authorized to issue one thousand (1,000) shares of One Hundred Dollar (\$100.00) par value common stock. There are presently sixty (60) shares issued and outstanding, the total aggregate value of these shares being Six Thousand Dollars (\$6,000.00). All shares of Butler-Jones will be cancelled.

10. This merger shall be effective June 30, 1983, or as soon thereafter as is permissible by law.

IN WITNESS WHEREOF, Butler-Jones and Henson, by their respective President, being Richard A. Henson in each case, have signed these Articles, and their corporate seals have been affixed by the appropriate officer on the 13th day of April, 1983.

BUTLER-JONES AIR FREIGHT, INC.

By: [Signature]  
President

(S E A L)

Attest:

Marie A. Carpenter

HENSON AVIATION, INC.

By: [Signature]  
President

(S E A L)

Attest:

Marie A. Carpenter

STATE OF MARYLAND

County OF Prince Georges, To-wit:

I hereby certify that on this 13th day of April, 1983, before me, the subscriber, a notary public, of the State of Maryland, in and for the County of Prince Georges, personally appeared Richard A. Henson, President of Butler-Jones Air Freight, Inc., a Maryland corporation, and President of Henson Aviation, Inc., a Maryland corporation, and in the name of and on behalf of said corporations, acknowledged the foregoing Articles of Merger to be the act of said corporations; and at the time the said Richard A. Henson as President of each corporation did make oath in due form of law that the matters and facts set forth hereinabove in these Articles of Merger with regard to authorization approval by the Board of Directors and by the shareholders is true and correct. At the same time did appear Marie A. Carpenter, who did acknowledge she, as Secretary of each of the corporations, did attest the execution of the foregoing Articles of Merger by Richard A. Henson as President, and that she did affix thereto the seal of said corporation.

In witness whereof my hand and official notarial seal.

My Commission expires July 1, 1986.

*Mary Christine Kane*  
 \_\_\_\_\_  
 Notary Public



ARTICLES OF MERGER  
 BETWEEN  
 BUTLER-JONES AIR FREIGHT, INC. (A MD. CORP.)  
 INTO  
 HENSON AVIATION, INC. (A MD. CORP.)-SURVIVOR

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland August 12, 1983 at 9:22 o'clock A. M. as in conformity  
 with law and ordered recorded.

*[Signature]*  
 \_\_\_\_\_

Recorded in Liber 2607 folio 0201, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

\_\_\_\_\_

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
4.00 Certificate of Wicomico County Land Rec  
24.00 Total  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
 been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore: \_\_\_\_\_

*[Signature]*  
 \_\_\_\_\_



**A** 144038

RESOLUTION

RECEIVED FOR RECORD APRIL 13, 1984 at 9:05 o'clock am corporation liber 33  
FROM A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

COUNCIL OF UNIT OWNERS OF WOODCREST VILLAGE NO. ONE, INC.

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at Woodcrest Village, Brinker Drive, Hagerstown, Maryland, 21740, on August 16, 1983 at 7:00 P.M. with the following Directors present, constituting a quorum:

- David R. Hardy
- Olaf W. Gilmore
- Peggy Kiefer
- Kerry Murphy

The following Resolution at said meeting was passed:

RESOLVED: that a change of Resident Agent for the Corporation be filed with the State Department of Assessments and Taxation of Maryland, reflecting that as of August 16, 1983, the Resident Agent for the Corporation will be: William P. Young, Jr., Esquire  
81 W. Washington St.  
Hagerstown, Maryland 21740

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a Special Meeting of the Board of Directors duly called and held as above stated.

Marv N. Smith  
Secretary

August 16, 1983

*Rec'd September 19, 1983  
@ 8:49 AM*

RECORD  
RECORD  
A 5110CHCK  
01924 4-13 49:05  
.75  
1.25

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

COUNCIL OF UNIT OWNERS OF WOODCREST VILLAGE CONDOMINIUM  
NO. ONE, INC.

received for record September 19, 1983

2

, at 8:49 A.M.

and recorded on Film No.

Frame No. 3497 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N<sup>o</sup> 19104

Special Fee Paid	\$5.00	50
Recording Fee Paid	\$3.00	75
Total	\$8.00	

70-75

Return to: Meyers and Young  
81 West Washington Street  
Hagerstown, Maryland 21740

LIBER 33 FOLIO 02  
LAND RECORDS DEPARTMENT  
VAUGHN J. BAKER, CLERK  
Record

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

rc

RECEIVED FOR RECORD APRIL 13, 1984 at 9:06 o'clock corporation liber 33

ABDUL WAHEED, M. D., P. A.

ARTICLES OF INCORPORATION

FIRST: I, Abdul Waheed, whose post office address is 1600 Oak Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is ABDUL WAHEED, M. D., P. A.

THIRD: The purposes for which the Corporation is formed are:

(1) To provide to the public medical services of a licensed physician, especially in the treatment of non-surgical constitutional diseases and pulmonary diseases; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1600 Oak Hill Ave-

32448054

RECORD  
5.00  
A SLITCHECK  
01984 4-13 49:08

nue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Abdul Waheed, 1600 Oak Hill Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be one (1) which number may be increased pursuant to the Bylaws of the Corporation, but shall never be less than one (1). The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Abdul Waheed.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the

powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation, from time to time, may classify or reclassify any unissued shares, before issuance of such shares, by fixing or altering in any one or more respects the preferences, rights, voting powers, restrictions, and qualifications of the dividends on, the time and prices of redemption of, and the conversion rights of such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or be construed or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

3. With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for or otherwise acquire such shares;

(e) the sale, lease, exchange, or other transfer of all or substantially all of the property and assets of the Corporation, including its goodwill and franchises;

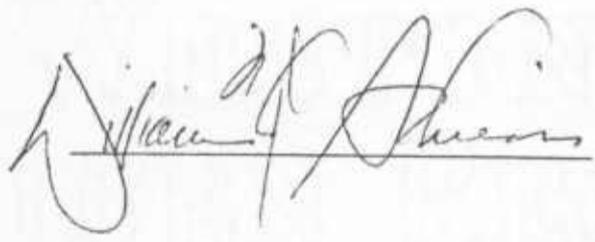
(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

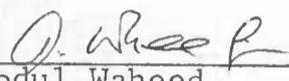
(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation;  
such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval (or advice) of such action by the Board of

Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH, paragraph 3.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26<sup>th</sup> day of August, 1983, and I acknowledge same to be my act.

WITNESS:

  
\_\_\_\_\_

  
Abdul Waheed \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
ABDUL WAHEED, M. D., P. A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *September 1, 1983* at *8:36* o'clock *A M.* as in conformity  
with law and ordered recorded.

6

Recorded in Liber *2609*, folio *0644*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the *circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



**A** 147164

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 33 FOLIO 03  
Incorporated  
LAND RECORDS

33  
33

RECEIVED FOR RECORD APRIL 13, 1984 at 9:06 o'clock am corporation liber 33

ARTICLES OF INCORPORATION  
OF  
DESIGN PROFESSIONALS, INC.

THIS IS TO CERTIFY:

FIRST: I, Harold E. Wibberley, Jr., whose post office address is Route #8, Box 155, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is DESIGN PROFESSIONALS, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To practice professional engineering, related design services, and applied sciences; construction management; and, to perform any and all sub-professional services necessary to or required by established professional design procedures.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 140 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Harold E. Wibberley, Jr., Route #8, Box 155, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

YLLOR. POOLE  
& WANTZ  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

RECORD  
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01984 4-13  
5.00  
5.00  
49:06

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SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Harold E. Wibberley, Jr., Robert E. Miller, and William E. Fox.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or

construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of September, 1983, and I acknowledge the same to be my act.

WITNESS:

*[Signature]*

*[Signature]* (SEAL)  
Harold E. Wibberley, Jr.

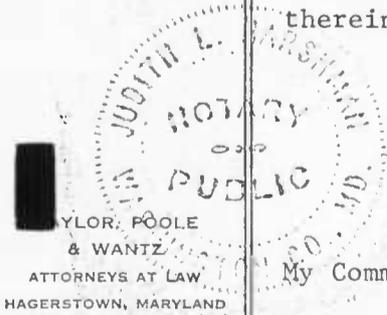
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 22nd day of September, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared HAROLD E. WIBBERLEY, JR., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

*[Signature]*  
Notary Public

My Commission Expires:  
July 1, 1986.



YLOR, POOLE  
& WANTZ  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

ARTICLES OF INCORPORATION  
OF  
DESIGN PROFESSIONALS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 26, 1983 at 11:09 o'clock <sup>A</sup> M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2612, folio 1204, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gal B. Auburn



A 148185

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

33 FOLIO 29  
AND Incorporation Record  
VAUGHN J. BAKER, CLERK

33

29

RECEIVED FOR RECORD APRIL 13, 1984 AT 9:06 o'clock am corporation liber 33

ARTICLES OF INCORPORATION  
OF  
SEMTECH MECHANICAL COMPANY, INC.

I, JAMES SEMLER, of <sup>210 MARLENE</sup>Boonsboro, Maryland, a natural person over the age of eighteen years, acting as incorporators of a corporation under the Annotated Code of Maryland, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation (which is hereinafter called the Corporation) is SEMTECH MECHANICAL COMPANY, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III - PURPOSES

The purposes for which this corporation is organized are:

- a. To engage in the business of electrical and mechanical contracting.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

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5:00  
5:00

32668130

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

e. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Maryland; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV - STOCK

The total number of shares which this corporation shall have authority to issue is 100,000 shares of \$1.00 par value stock. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

#### ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

#### ARTICLE VI - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have preemptive rights to acquire

unissued shares of the stock of this corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The post office address of the principal office of the corporation in Maryland is: 210 Maple Avenue, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the corporation in Maryland is: Alan Winik, 117 West Patrick St., P.O. Box 688, Frederick, Maryland 21701. Said Resident Agent is an individual acutally residing in this State.

ARTICLE VIII - DIRECTORS

The number of directors constituting the Board of Directors of this corporation shall be one (1), subject to the provisions of Corporations & Associations Article, Section 2-402, Maryland Annotated Code. The name and address of person who are to serve as Directors until the first annual meeting of stockholders, or until his successors are elected and qualify, is: JAMES SEMLER, 210 Maple Ave., Boonsboro, Maryland, 21713.

ARTICLE IX

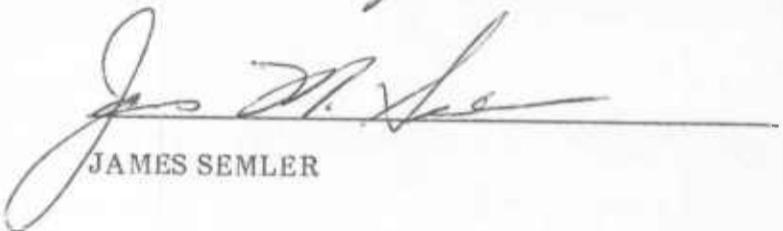
COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, assoication or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorized, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and

they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on the 14 day of Sept., 1983.

  
JAMES SEMLER

ARTICLES OF INCORPORATION  
OF  
SEMTECH MECHANICAL COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 26, 1983 at 9:45 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2612, folio 5 1194, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Auburn*



A 148183

glw

RECEIVED FOR RECORD  
WASHINGTON COUNTY  
STATE OF MARYLAND

33 folio 33  
Incorporation Record  
T. J. BAKER, CLERK

RECEIVED FOR RECORD APRIL 13, 1984 at 9:06 o'clock am liber 33

38

## JOHNICOLE COUNTRY RESTAURANT, INC.

## ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer are entered into this 2nd day of May 1983 by and between JohnNicole Country Restaurant, Inc., a Maryland corporation, hereinafter sometimes referred to as the "Transferor" and Boonsboro Produce Market, Inc., a Maryland corporation, hereinafter called "Transferee".

## THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, transfer, and assign to the Transferee substantially all of its property and assets which are set forth on Exhibit A, which is attached hereto and made a part hereof.

SECOND: Transferor is a Maryland corporation in good standing, formed under the laws of the State of Maryland on 27 April 1981, and its principal office is Route 1, Boonsboro, Maryland 21713.

THIRD: Transferee is a Maryland corporation in good standing, formed under the law of the State of Maryland on 22 March 1974, and its principal office is Route 1, Boonsboro, Maryland 21713.

FOURTH: The Transferor and the Transferee have agreed that the tangible personal property listed on Exhibit A has a value of Thirty Two Thousand Three Hundred Thirty Four (\$32,334.00) Dollars. The Transferee has agreed that the value assigned to this personal property will reduce the outstanding indebtedness which the Transferor owes the Transferee.

RECORD  
A-314CHK  
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A9:06

32598150

FIFTH: The Board of Directors of Transferor duly adopted a resolution declaring that the sale and transfer of the personal property as hereinafter set forth is advisable and directing that these Articles of Sale and Transfer be submitted for approval by the shareholders of Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor. The shareholders of Transferor have adopted a resolution approving these Articles of Sale and Transfer, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SIXTH: The Board of Directors of Transferee duly adopted a resolution declaring that the sale and transfer of the personal property as hereinafter set forth is advisable and directing that these Articles of Sale and Transfer be submitted for approval by the shareholders of Transferee, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee. The shareholders of Transferee have adopted a resolution approving these Articles of Sale and Transfer, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

SEVENTH: In consideration of the Transferor accepting the tangible personal property and reducing the Transferor's indebtedness to the Transferee, Transferor does hereby bargain,

sell, deed, grant, convey, and assign to Transferee all of the tangible personal property listed on Exhibit A, which is attached hereto and made a part hereof.

EIGHTH: a. The principal office of the Transferor corporation is located at Route 1, Boonsboro, Washington County, Maryland.

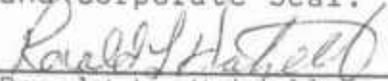
b. The Transferor corporation does not own any interest in real property.

NINTH: The Transferee does not own any land in the State of Maryland:

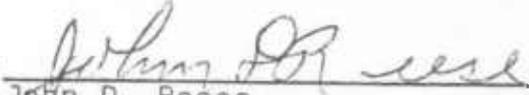
TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation; and Transferee, a Maryland corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN TESTIMONY WHEREOF, the Transferor and the Transferee have caused these Articles of Sale and Transfer to be executed by their respective presidents and their corporate seals to be duly attested to and affixed by their respective secretaries.

Attest to Signature and Corporate Seal:

  
\_\_\_\_\_  
Ronald L. Hutzell  
Secretary

JOHNICOLE COUNTRY RESTAURANT, INC.

By:   
\_\_\_\_\_  
John D. Reese  
President

TRANSFEROR CORPORATION

The undersigned President of John Nicole Country Restaurant, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part hereof acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies, that to the best of his knowledge, information, and belief, the matters and facts set forth therein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

Witness to Signature and Corporate Seal:

JOHNICOLE COUNTRY RESTAURANT, INC.

*Ronald Lee Hutzell*  
 \_\_\_\_\_  
 Ronald Lee Hutzell  
 Secretary

By: *John D. Reese*  
 \_\_\_\_\_  
 John D. Reese  
 President

Attest to Signature and Corporate Seal:

BOONSBORO PRODUCE MARKET, INC.

*Ronald Lee Hutzell*  
 \_\_\_\_\_  
 Ronald Lee Hutzell  
 Secretary

By: *John D. Reese*  
 \_\_\_\_\_  
 John D. Reese  
 President

TRANFEREE CORPORATION

The undersigned President of Boonsboro Produce Market, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part hereof acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be

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the corporate act of said corporation and further certifies, that to the best of his knowledge, information, and belief, the matters and facts set forth therein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

Witness to Signature  
and Corporate Seal:

BOONSBORO PRODUCE MARKET, INC.

Ronald Lee Hutzell  
Ronald Lee Hutzell  
Secretary

By: John D. Reese  
John D. Reese  
President

Exhibit A  
Personal Property

43

Small square tables  
Round tables  
Stands used by a waitress  
Wood chairs  
Candles  
Booths  
Waitress stations  
Sign with letters  
Small glasses  
Medium glasses  
Large glasses  
Tall glasses  
Frosted glasses  
Small vegetable dishes  
Saucers  
Ash trays  
Cups  
Teaspoons  
Tablespoons  
Soup spoons  
Salad forks  
Forks  
Seafood Forks  
Knives  
Round silverware holders  
Wine glasses  
Tall mix drink glasses  
Large soup bowls  
Soup cups  
Water pitchers  
Small wicker baskets  
Salt and pepper shakers  
Linen napkins  
Food carts  
Whiskey pours  
Shot glasses  
Round seafood bowls  
Metal cash box  
Small shaker  
Small mix drink glasses  
Medium mix drink glasses  
Small chopping block  
Plastic stir-e-os  
Plastic straws  
Tall mix drink spoon  
Small whip  
Brandy sniffers  
Martini glasses  
Oil and vinegar holders  
Small trays

44

Steak knives  
Large ladle  
Butter saver  
Large waste cans  
2 refrigerators  
Walk in cooler  
Tall metal rack  
Fruit bowls  
Time clock  
2 freezers  
Dish washer cleaner  
Dish washer  
Large double sink  
Small cart  
Work table  
Can goods  
Large warming trays  
Plastic coffee pots  
Large syrup pitchers  
Shrimp cocktail dishes  
Gravy boats  
3 section relish servers  
Mixing bowls  
Measuring pitchers  
Pan lids  
Plastic lids  
Dirty dish tubs  
Large serving bowls  
Salad bowls  
Crab mallets  
Cooking spoons  
Cooking forks  
Turners  
Butter dippers  
Ice cream dippers  
Tongs  
Ladles  
Pie server  
Scraper  
Whips  
Mixer  
Scoops  
Masher  
Metal chairs  
Long tables  
Baby seats  
Warmers  
Food cart  
Tall metal rack  
Plastic champagne glasses

Measuring cups  
Electric mixer container  
Four section storage container  
Wine stand  
Bread baskets  
Large shaker  
Sink in bar  
Long sink  
Paper towel holder  
Flower vase  
Small trash can  
Small hot water pots  
Syrup containers  
Paper cup holders  
Medium plastic glasses  
Paper straws  
Large plastic dishwasher holders  
Plastic coffee cups  
Plastic coffee cups to go  
Plastic coke cups to go  
Ice machine  
Bread and butter plates  
Metal melted butter cups  
Round dinner plates  
Oblong dinner plates  
Oblong dishes  
Metal work table with 7 warmers  
Them Air Srokel Vulcan Oven  
Broiler oven  
Broiler seafood plates  
Vulcan stove and oven  
Large warmer pan  
Vulcan grill  
French fryer  
French fryer baskets  
Frying pans  
Henny Penny fryer  
Roasting pans  
Henny Penny baskets  
Dish baskets  
Rack for dirty dishes  
Small cooler with 10 storage containers on top  
Dishes you set hot broiler plates on to serve  
Pots  
Metal cart with 3 shelves  
Plastic food container  
Medium waitress trays  
Large waitress metal trays  
Baskets for crackers  
Small cream pitchers  
Large cream pitchers  
Ice teaspoons  
8 section silverware holders

ARTICLES OF SALE AND TRANSFER

BETWEEN

JOHNICOLE COUNTRY RESTAURANT, INC. (MD CORP.) Transferor

AND

BOONSBORO PRODUCE MARKET, INC. (MD CORP.) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland September 16, 1983 at 10:19 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2612, folio 0102, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 26.00 Special Fee paid \$ \_\_\_\_\_  
6.50

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 147924

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

33 FOLIO 38  
EIBER  
LAND Incorporator  
VAUGHN J. BAKER, CLERK

38  
33

Articles of Revival

First: The name of the corporation at the time the charter was forfeited was Ocean World Institute, Incorporated.

Second: The name which the corporation will use after revival is Ocean World Institute, Incorporated.

Third: The name and address of the resident agent are Emma Lou Davis, P.O. Box 215, Smithsburg, Md., 21783.

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

Fifth: At or prior to the filing of these Articles of Revival, the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

The undersigned who were respectively the last acting vice-president and secretary of the corporation severally acknowledge the Articles to be their act.

Levella Langlois  
Last Acting Vice-President

Emma Lou Davis  
Last Acting Secretary

September 15, 1983

RECORD  
FISCAL  
1984 4-13  
5.00  
AP:07

32628061

ARTICLES OF REVIVAL  
OF  
OCEAN WORLD INSTITUTE, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 16, 1983 at 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2610 <sup>2</sup> \_\_\_\_\_, folio 3115 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 10.00  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 147883

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 33 FOLIO 417  
LAND INCORPORATION RECORD  
VAUGHN J. BAKER, CLERK

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RECEIVED FOR RECORD APRIL 13, 1984 at 9:07 o'clock am liber 33  
ARTICLES OF INCORPORATION

OF

PROSPECT HILL CORPORATION  
A Close Corporation

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ellis R. Kerley, 7101 Adelphi Road, University Park, Maryland 20782, and Mary A. Kerley, 7101 Adelphi Road, University Park, Maryland 20782, being of full legal age, do, under and by virtue of the General Laws of Maryland authorizing the formation of corporations, and particularly Corporations and Associations, Title 4, of the Maryland Code, declare our intention to form such a corporation.

SECOND: The name of the Corporation is  
PROSPECT HILL CORPORATION.

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To buy, sell, lease and exchange real estate; to remodel, renovate and repair real estate; to buy and sell notes, bonds, bills of exchange and other evidences of indebtedness, as well as stocks and securities; to lend money; in general to conduct such mercantile operations as may be incidental to and compatible with the business of the corporation.

(b) To buy and sell municipal bonds, mortgages, debentures, trust receipts, commercial paper, consols and government securities but not to engage in banking business in any manner.

(c) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, sell, mortgage, pledge or otherwise dispose of or turn to account or realize upon, all forms of securities, including stocks, bonds, debentures, notes, and evidences of indebtedness, certificates of

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APR 13 1984

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indebtedness, certificates of interest, participation certificates, voting trust certificates and certificates evidencing shares of, or interests in, common law trusts, trusts and trust estates or associations, certificates of trust of beneficial interests, in trusts, mortgages and other instruments, securities and rights.

(d) To investigate and report with respect to, and to undertake, carry on, aid, assist, participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations. To institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

(e) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has power to conduct; and to acquire, own, hold, manage and/or control real estate and personal property of every description, including its own stock, or the stock of any other corporation, and to sell and convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof.

(f) To contract with, engage and employ persons or companies, either directly or on a subcontractual basis, to exercise and carry out any and all of the foregoing objects.

(g) To borrow money, incur liabilities and execute such mortgages or deeds of trust to secure same as the Corporation shall deem advisable and proper.

(h) To enter into, make, perform and carry out contracts of every kind consistent with the business of the Corporation, for any lawful purpose, without limit as to amount, with any person, firm, association or body corporate.

(i) To have one or more offices and to carry on and conduct all or any of its operations and business in any state, district, territory, or colony of the United States of America, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

(j) To issue bonds, debentures or obligations of this Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(k) In general, to carry on any other similar business in connection with the foregoing, to do any other thing that may be reasonably expected to further any of the foregoing purposes, and to have and exercise all of the powers conferred by the Laws of Maryland upon corporations, and so far as permitted by law to do any and all of the things hereinbefore set forth to the same extent as a natural person might or could do so.

FOURTH: The post office address of the place at which the Corporation will be located within this State of Maryland is 145 South Prospect Street, Hagerstown, Maryland 21740.

FIFTH: The name of the resident agent in the State of Maryland is Ellis R. Kerley, whose address is 7101 Adelphi Road, University Park, Maryland 20782. The said agent is a citizen of the said State and actually resides therein.

SIXTH: The total amount of authorized capital stock of the Corporation is: One Thousand (1,000) shares, having no par value. The stock shall be of one class, common stock.

SEVENTH: In the absence of fraud, no contract or other transaction between this Corporation and any other company or person, and no act of this Corporation, shall be in any way affected or invalidated by the fact that any of the Directors or stockholders of this Corporation are pecuniarily or otherwise interested in, or are directors or officers in such other company.

Any Director or stockholder, individually, or any firm of which any Director or stockholder may be a member, may, in the absence of fraud, be a party to or pecuniarily or otherwise interested in any contract or transaction of the Corporation, provided the fact that he or such firm so interested shall be disclosed and known to the Directors and stockholders at the annual meeting, or at any special meeting of this Corporation called for such purposes or where such contract is under consideration.

EIGHTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now and hereafter provided by Law.

NINTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, and of the directors and stockholders:

Pursuant to Title 4 of the Corporations and Associations Article of the Maryland Code (1975 Edition) there will be no Board of Directors after the organization meeting of the Board of Directors, but Ellis R. Kerley and Mary A. Kerley shall act as Directors until such time. Thereafter the business and affairs of this Corporation shall be managed by the direct action of the stockholders of this Corporation, and said stockholders are hereby empowered, subject to Title 4 of the Corporations and Associations Article of the Maryland Code (1975 Edition), to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as said stockholders may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

TENTH: The powers enumerated in these Articles shall not in any wise limit or restrict the powers and authorities vested in the Corporation under and by virtue of the General Laws

of Maryland and amendments thereto, relating to corporations, and all powers and authorities vested in this Corporation under and by virtue of said General Laws and amendments are hereby expressly reserved to this Corporation.

IN WITNESS WHEREOF, we, the subscribers, have hereunto set our hands and seals this 12th day of September, 1983.

WITNESS:

<u>Claudia J. Crabtree</u>	<u>Ellis R. Kerley</u>	(SEAL)
<u>Claudia J. Crabtree</u>	<u>Mary A. Kerley</u>	(SEAL)
	ELLIS R. KERLEY	
	MARY A. KERLEY	

STATE OF MARYLAND )  
COUNTY OF PRINCE GEORGE'S ) ss:

I HEREBY CERTIFY that on this 12th day of September, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ELLIS R. KERLEY and MARY A. KERLEY and acknowledged the foregoing ARTICLES OF INCORPORATION to be their act.

WITNESS my hand and notarial seal the day and year last above written.

Claudia J. Crabtree  
Notary Public

My Commission expires:  
7-1-86



ARTICLES OF INCORPORATION  
OF  
PROSPECT HILL CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 16, 1983 at 9:48 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2610, folio 6 2175, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

drb To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Robinson*



A 147736

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 33 FOLIO 49  
Prospect Hill Corporation  
LAND RECORDS CLERK

33

49

RECEIVED FOR RECORD APRIL 13, 1984 at 9:07 o'clock am corporation liber 33  
ARTICLES OF INCORPORATION

OF

BUSINESS OPPORTUNITIES EXCHANGE AND DEVELOPMENT, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Joy I. Snyder, whose post office address is 2318 Appletree Drive, Hagerstown, Maryland 21740, Stanley E. Leib, whose post office address is Route 3, Box 303F, Hagerstown, Maryland 21740, and Robin J. Leib, whose post office address is Route 3, Box 303F, Hagerstown, Maryland 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Business Opportunities Exchange and Development, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

The purpose is for the listing and sales of businesses, financial consulting services relating to business development and other related services.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

JYDER AND ELGIN. P.A.  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

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The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Grice Building, Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Joy I. Snyder, 2318 Appletree Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Joy I. Snyder, Stanley E. Leib and Robin J. Leib.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12<sup>th</sup> day of September, 1983.

WITNESS:

Jennifer F. Elgin  
Jennifer F. Elgin  
Jennifer F. Elgin

Joy I. Snyder  
Joy I. Snyder  
Stanley E. Leib  
Stanley E. Leib  
Robin J. Leib  
Robin J. Leib

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12<sup>th</sup> day of September, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joy I. Snyder, Stanley E. Leib and Robin J. Leib, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

Jennifer F. Elgin  
Notary Public

My Commission Expires:  
July 1, 1986



ARTICLES OF INCORPORATION

OF

BUSINESS OPPORTUNITIES EXCHANGE AND DEVELOPMENT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 14, 1983 at 9:02 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2610, folio 4 1612, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



A 147630

STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

LIBER 33 FOLIO 55 RECORD VAUGHN J. EAKER CLERK

33 35

E AND D ENTERPRISES, INC.

ARTICLES OF INCORPORATION

RECEIVED FOR RECORD APRIL 13, 1984 at 9:07 o'clock am corporation liber 33

FIRST: The undersigned, Douglas Timmons, whose post office address is Route 4, Box 60G, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is E and D Enterprises, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

- 1. To promote motor racing events.
- 2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
- 3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
- 4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.
- 5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 4, Box 60G, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Douglas Timmons, Route 4, Box 60G, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which

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the Corporation has authority to issue is ten thousand (10,000) shares of common stock, par value of Ten (\$10.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

- Douglas Timmons
- Ernest Davis
- Linda Timmons

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation and acknowledged same to be my act  
this 29th day of August, 1983.

61

WITNESS:

James Ryan Miller      Douglas Timmons  
 Douglas Timmons

ARTICLES OF INCORPORATION  
OF  
E AND D ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 8, 1983 at 8:48 o'clock AM M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2609, folio 2710, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 147435

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 33 FOLIO 59  
LAND CORPORATION Record  
VAUGHN J. PAKER, CLERK

54 33

RECEIVED FOR RECORD APRIL 13, 1984 at 9:08o'clock am liber 33  
CAR-TUNE, INC.

63

## ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Car-Tune, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of operating a retail petroleum products sales and motor vehicle service station; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 2169 Clover Heights Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward G. Kemmet, 2169 Clover Heights, Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

John R. Kemmet  
Dorothy Irene Kemmet

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of September, 1983, and I acknowledge the same to be my voluntary act and deed.

Peggy S. Ott  
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION  
OF  
CAR-TUNE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 6, 1983 at 10:49 o'clock <sup>A.</sup> M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2609, folio 3 2141, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Auburn*



A 147353

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 33 FOLIO 63  
LAND INCORPORATION  
VAUGHN J. BAKER, CLERK

RECEIVED FOR RECORD APRIL 13, 1984 at 9:08 po'clock pm liber 33  
ANNAPOLIS CYCLE CENTER, INC.

ARTICLES OF AMENDMENT

Annapolis Cycle Center, Inc., a Maryland Corporation, having its principal office at Route 9, Box 303, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Articles Fourth and Sixth and substituting in lieu thereof the following:

FOURTH: "The post office address of the principal office of the Corporation in this State shall be Route 9, Box 303, Hagerstown, Maryland 21740. The Resident Agent shall be George E. Snyder, Jr., whose post office address is 28 Jonathan Street, Hagerstown, Maryland 21740. The said Resident Agent is a citizen of the State of Maryland and actually resides therein".

SIXTH: "The Corporation shall have three (3) Directors and J. Robert Baer, Dorothy Jean Baer and Stephen R. Baer shall act as such until the first annual meeting or until their successors are duly chosen and qualify".

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporation and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Annapolis Cycle Center, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 30th day of August, 1983, and its President acknowledges that these Articles of Amendment are the act and

ER AND ELGIN, P.A.  
ATTORNEYS AT LAW  
AGERSTOWN MARYLAND

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deed of Annapolis Cycle Center, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

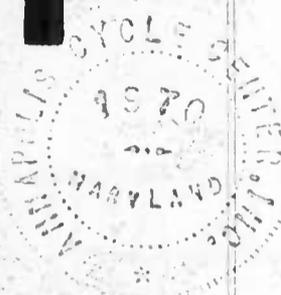
ATTEST:

ANNAPOLIS CYCLE CENTER, INC.

*Dorothy Jean Baer*  
Dorothy Jean Baer  
Secretary-Treasurer

BY: *J. Robert Baer*  
J. Robert Baer  
President

CORPORATE SEAL:



ARTICLES OF AMENDMENT  
OF  
ANNAPOLIS CYCLE CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 1, 1983 at 9:12 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2609, folio 3  
1191, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



A 147271

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

33  
LIBER 33 FOLIO 600  
LAND INCORPORATION  
VAUGHN J. BAYER, CLERK

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RA

LESCO, INC.

69

ARTICLES OF INCORPORATION

RECEIVED FOR RECORD APRIL 13, 1984 at 9:08 o'clock am liber 33

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

LESCO, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of general freight transportation by motor vehicle; general garage business; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles, of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise, with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act herein before above referred to.

(4) To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time.

FOURTH: The address of the principal offices of the Corporation in this State is 400 Oak Ridge Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

RECORD  
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01984 4-13 49:08

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FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Lester Robert Bailey, K. Andrew Bailey and Beverly A. Karli.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders thereof:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or

transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract or transaction bears the burden of proving the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity.

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of any action to be taken or authorized by the affirmative vote of

two-thirds (2/3) of the votes entitled to be cast thereon, or, if two or more classes of stock are entitled to vote separately, thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer or any employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any

claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article, (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set

74

forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of August, 1983 and I acknowledge the same to be my act.

WITNESS:

*Dixie C. Newhouse*  
Dixie C. Newhouse

*Suzanne M. Sufferel*

ARTICLES OF INCORPORATION  
OF  
LESCO, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 1, 1983 at 8:37 o'clock A. M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2609, folio 0809, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ \_\_\_\_\_  
5.50

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



A 147194

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 33 FOLIO 69  
LAND Incorporation Record  
VAUGHN J. BAKER, CLERK

THE LOST WORLD RADIO CORPORATION

ARTICLES OF AMENDMENT

RECEIVED FOR RECORD APRIL 13, 1984 at 9:08 o'clock am liber 33

The Lost World Radio Corporation, a Maryland Corporation, having its principal office at 50 Summit Avenue, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Articles Fifth, Sixth, Eighth and Ninth, and by substituting in lieu thereof the following:

FIFTH: "Cumulative voting of shares of stock is authorized".

SIXTH: "Limitation or denial of the preemptive right of shareholders to acquire additional or treasury shares of the Corporation is authorized".

EIGHTH: "The address of the registered office of the Corporation is 50 Summit Avenue, Hagerstown, Maryland 21740, and the name of its registered agent is Stuart Lee Adams, whose address is 101 High Street, Hagerstown, Maryland 21740".

NINTH: "The address of the principal place of business of the Corporation is 50 Summit Avenue, Hagerstown, Maryland 21740".

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, The Lost World Radio Corporation, has caused these presents to be signed in its name and on its behalf by its

AND ELGIN, P.A.  
ORNEYS AT LAW  
STOWN MARYLAND

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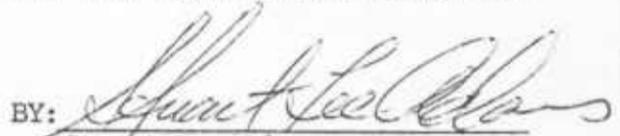
1983 JUL 26 10 50 AM

President and its corporate seal to be hereunder affixed and attested by its Secretary on this 16<sup>th</sup> day of AUGUST, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of The Lost World Radio Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

THE LOST WORLD RADIO CORPORATION

  
Dirk DeVault  
Secretary

BY:   
Stuart Lee Adams  
President



ARTICLES OF AMENDMENT  
OF  
THE LOST WORLD RADIO CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 26, 1983 at 9:04 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2608, folio 3611<sup>3</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 147034

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 33 folio 76 Record  
LAND RECORDS  
VAUGHN J. BAKER, CLERK

76 33

RECORD 7.50  
A 9076CHOK 7.50  
01984 5-10 P1:55

EWING OIL CO., INC.

ARTICLES OF AMENDMENT

EWING OIL CO., INC., a Maryland corporation, having its principal office in Hagerstown, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking Article FIFTH in its entirety and inserting in lieu thereof the following:

FIFTH: A. Number of Shares. The total number of shares of all classes which the Corporation has authority to issue is 3,000, having an aggregate par value of \$400,000, of which 1,000 shares of the par value of \$300.00 per share, amounting in aggregate par value to \$300,000, shall be Preferred Stock, and 2,000 shares of the par value of \$50.00 per share, amounting in aggregate par value to \$100,000, shall be Common Stock.

B. Description. The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the

Preferred Stock and the Common Stock of the Corporation:

PREFERRED STOCK

1. Designation. The Preferred Stock shall be designated as "\$30.00 Nonvoting Preferred Stock."

2. Dividends.

(a) The holders of outstanding shares of Preferred Stock shall receive, out of any funds legally available therefor, dividends at the rate of \$30.00 per share per annum, payable in cash at the rate of \$7.50 quarterly on the first day of January, April, July and October in each year, when and as declared by the Board of Directors of the Corporation, in preference and priority to the payment of any dividend on the Common Stock. Such dividends shall be apportioned for the fractional quarter, if any, during which shares of Preferred Stock are issued. Dividends on the Preferred Stock shall be cumulative.

(b) If dividends at the rate of \$7.50 per share for any particular quarter of a year, plus dividends at the rate of \$7.50 per share for the three (3) immediately preceding quarters and all accumulated dividends, if any, have been paid on or declared and set aside for all shares of Preferred Stock then outstanding, then and only then may the Corporation

declare and pay in such quarter of a year any dividends or other distribution on the shares of Common Stock then outstanding.

3. Preference Upon Liquidation.

(a) Upon a voluntary or involuntary liquidation or dissolution of the Corporation, the holders of outstanding shares of Preferred Stock shall receive out of the assets of the Corporation, whether such assets are capital or surplus of any nature, an amount equal to \$330.00 for each outstanding share of Preferred Stock, and, in addition to such amount, a further amount equal to the cumulative dividends unpaid and accumulated thereon through the last full calendar quarter preceding the date of such liquidation or dissolution, whether or not declared, before any payment shall be made or any assets distributed to the holders of Common Stock. The holders of the shares of Common stock then outstanding shall then receive the remaining assets of the Corporation after payment in full to the holders of shares of Preferred Stock of the liquidation preference described above.

(b) If upon such liquidation or dissolution, whether voluntary or involuntary, the assets available for distribution among the holders of

outstanding shares of Preferred Stock shall be insufficient to permit the payment to such shareholders of the full preferential amounts described above, then the entire assets of the Corporation available for distribution shall be distributed ratably among the holders of outstanding shares of Preferred Stock. A consolidation, merger or share exchange with or into any other corporation, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph.

4. Redemption.

(a) The Corporation, at the option of the Board of Directors, at any time from June 30, 1984 until June 30, 2002, may redeem any part or all of the shares of Preferred Stock outstanding from time to time, by paying in cash a redemption price of \$330.00 for each share to be redeemed and, in addition to such amount, an amount in cash equal to all declared and unpaid dividends plus any unpaid and accumulated dividends through the last full calendar quarter preceding the date of redemption. At least thirty (30) days' prior notice by mail, postage prepaid, shall be given to each holder of record of

shares of Preferred Stock to be redeemed, said notice to be addressed to each such stockholder at his post office address as shown on the records of the Corporation. On or after the date fixed for redemption as stated in the notice, each holder of shares of Preferred Stock to be redeemed shall surrender his certificate or certificates evidencing such shares to the Corporation at the Corporation's principal office and thereupon shall be entitled to receive payment of the redemption price. If the notice of redemption shall have been duly given, and if on the date fixed for redemption, funds necessary for the redemption shall be available therefor, then, notwithstanding the fact that the certificates evidencing any shares of Preferred Stock called for redemption shall not have been surrendered, the dividends with respect to such shares so called for redemption shall cease to accrue after the date fixed for redemption and all rights with respect to the shares so called for redemption shall cease, except only the right of the holders thereof to receive the redemption price without interest upon surrender of their certificates.

(b) On July 1, 2002, the Corporation shall redeem all of the shares of the Preferred Stock

then outstanding by paying in cash a redemption price of \$330 for each share to be redeemed and, in addition to such amount, an amount in cash equal to all declared and unpaid dividends plus any unpaid and accumulated dividends through the last full calendar quarter preceding the date of redemption, whether declared or not, to and including June 30, 2002, Notwithstanding the fact that any certificates evidencing any shares of Preferred Stock shall not have been surrendered, the dividends with respect thereto shall cease to accrue on July 1, 2002 and all rights with respect thereto shall cease, except only the right of the holders thereof to receive the redemption price without interest upon surrender by their certificates.

(c) All shares of Preferred Stock redeemed by the Corporation shall be retired and cancelled and shall not be reissued.

(d) Nothing contained in this paragraph 4. shall limit in any manner the right of the Corporation to purchase shares of its Common Stock of Preferred Stock at such price and on such terms and conditions as may be agreed upon by the Corporation and any one or more of the stockholders, either pursuant to a binding buy-sell agreement among the

stockholders and the Corporation, or otherwise, subject to such limitations as may be imposed thereon by law.

5. Voting Rights. In no event shall the holder or holders of any Preferred Stock be entitled to vote.

6. No Preemptive Rights. The shares of Preferred Stock shall have no preemptive rights to subscribe for or purchase any stock or any other securities of the Corporation.

COMMON STOCK

1. The Common Stock shall not be subject to classification or reclassification by the Board of Directors, and shall have the rights and terms hereinafter specified, subject to the terms of the Preferred Stock or otherwise in accordance with law.

2. Voting Rights. Except as otherwise provided herein, each outstanding share of Common Stock shall have one (1) vote in all proceedings in which action shall be taken by the stockholders of the Corporation.

3. Rights Upon Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Common Stock shall be entitled, after

payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of outstanding shares of Preferred Stock are entitled, to share ratably in the remaining net assets of the Corporation.

4. Dividends. Subject to the provisions of law and any preferences of the Preferred Stock, dividends may be paid on the Common Stock at such time and in such amounts as the Board of Directors may deem advisable.

SECOND: 1. The total number of shares of stock of all classes which the Corporation heretofore had authority to issue was 1,000, having an aggregate par value of \$50,000, all of which were Common Stock of the par value of \$50.00 per share.

2. The total number and par value of the shares of authorized capital stock as changed hereby are 3,000 shares, having an aggregate par value of \$400,000, of which 1,000 shares of the par value of \$300.00 per share, amounting in aggregate par value to \$300,000, are Preferred Stock, and 2,000 shares of the par value of \$50.00 per share, amounting in aggregate par value to \$100,000, are Common Stock as set forth in Article FIFTH of the Charter of the Corporation as hereby amended.

THIRD: The foregoing amendments to the Charter of the Corporation have been advised by the Board of Directors and

approved by the stockholders of the Corporation in the manner required by law and by the Charter of the Corporation. The manner of approval was as follows:

(a) By unanimous written consent, dated April 27, 1983, the Board of Directors of the Corporation duly adopted resolutions setting forth the foregoing amendments to the Charter of the Corporation and declaring the same to be advisable and directing that the same be submitted for action thereon by the stockholders of the Corporation.

(b) By unanimous written consent, dated April 27, 1983, the stockholders of the Corporation adopted a resolution approving the foregoing amendments to the Charter of the Corporation.

IN WITNESS WHEREOF, EWING OIL CO., INC. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on April 27, 1983.

WITNESS:

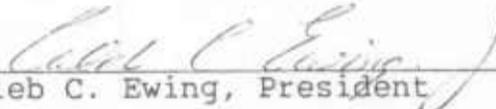
EWING OIL CO., INC.

Virginia E Bowen, Sec.  
Secretary

By Caleb C. Ewing, Jr.  
Caleb C. Ewing, Jr., President

THE UNDERSIGNED, President of EWING OIL CO., INC., who executed on behalf of the Corporation the foregoing Articles of Amendment of which this Certificate is made a part, hereby

acknowledges in the name and on behalf of the Corporation the foregoing Articles of Amendment to be the corporate act of the Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

  
Caleb C. Ewing, President

ARTICLES OF AMENDMENT  
OF  
EWING OIL CO., INC

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 26, 1983 at 11:19 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2616, folio 2178, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 60.00 Recording fee paid \$ 30.00 Special Fee paid \$ \_\_\_\_\_  
7.50

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Robinson



A 149576

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A 9077CHCK	5.00
01984 5-10	P1:56

FLOJON, INC.

## ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 11<sup>th</sup> day of May, 1983, by and between FLOJON, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and Charles W. Wolford and Lois D. Wolford (hereinafter sometimes referred to as the "Transferee").

## THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of transferee are:

Charles W. Wolford and Lois D. Wolford  
10-12 South Main Street  
Boonsboro, Washington County, Maryland 21713

THIRD: The name and state of incorporation of the corporation party to these Articles of Sale and Transfer is as follows:

Transferor is FLOJON, INC., a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to is as set forth in Article Eighth herein, is THIRTY-NINE THOUSAND ONE HUNDRED TWENTY-FOUR Dollars (\$39,124.00) to be paid to Transferor in accordance with the terms and conditions set forth in the sales agreement (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as at April 12, 1983.

FIFTH: The principal office of Transferor is at 10-12 South Main Street in the Town of Boonsboro, Washington County,

32978296

State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is Washington County, Maryland. No land is involved in this transaction, only personal property.

SIXTH: The Board of Directors of Transferor, by written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter and Bylaws of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter and Bylaws of Transferor.

SEVENTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved by each of them.

EIGHTH: In consideration of the payment to Transferor of THIRTY-NINE THOUSAND ONE HUNDRED TWENTY-FOUR Dollars (\$39,124.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

all equipment, fixtures, furnishings and good will in connection with the retail liquor store trading as Boone Liquors.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, Charles W. Wolford and Lois D. Wolford, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, FLOJON, INC., a Maryland corporation, and Charles W. Wolford and Lois D. Wolford, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer, as of this 11<sup>th</sup> day of May, 1983.

ATTEST:

FLOJON, INC.

Florence B. Harbaugh  
Florence B. Harbaugh, Secretary

By: John H. Harbaugh  
John H. Harbaugh, President

ATTEST:

Michael J. [Signature]  
Michael J. [Signature]

Charles W. Wolford  
Charles W. Wolford  
Lois D. Wolford  
Lois D. Wolford

THE UNDERSIGNED, President of FLOJON, INC., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

John H. Harbaugh  
John H. Harbaugh, President

ARTICLES OF SALE AND TRANSFER

BETWEEN

FLOJON, INC. (MD CORP.) Transferor

AND

CHARLES W. WOLFORD AND LOIS D. WOLFORD (INDIVIDUALS) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland October 24, 1983 at 10:50 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2614, folio 3121, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Carl D. Robinson



A 149455

2983  
RECORD 5.00  
A 9078048 5.00  
01984 5-10 P1:56

## ARTICLES OF INCORPORATION

OF

## CONSUMERS' FURNITURE LIQUIDATORS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Dennis P. Baker, whose post office address is 45 E. Lincoln Avenue, Hagerstown, Maryland, 21740 and Audrey L. Baker, whose post office address is 45 E. Lincoln Avenue, Hagerstown, Maryland, 21740; all being adults, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is CONSUMERS' FURNITURE LIQUIDATORS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To carry on and conduct in all its branches and departments, as principal or agent, the business of retail or wholesale merchants of furniture, fixtures, household appliances and household furnishings of every type and character and all business incidental or in any way connected therewith.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of

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every kind, or any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 6 E. Linwood Drive, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is Dennis P. Baker whose address is 45 E. Lincoln Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen

of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be not less than three (3) but may be increased to five (5) pursuant to the By-Laws of the Corporation; the names of the directors who shall act until the first annual meeting or until their successor are duly chosen and qualify are Dennis P. Baker, Audrey L. Baker and Leo S. Hirschhorn.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to

the Board of Directors; and any director of this Corporation who is also a director or officer of such other Corporation or who is interested may vote to authorize any such contract or transaction and such transaction or contract shall not be void or voidable provided the Board of Directors approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum.

(c) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(d) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(e) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation  
this 21<sup>st</sup> day of October, 1983.

Witness:

Beverly L. Darling

Dennis P. Baker (SEAL)  
Dennis P. Baker

Beverly L. Darling

Audrey L. Baker (SEAL)  
Audrey L. Baker

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21<sup>st</sup> day of October, 1983, before  
me, the subscriber, a Notary Public of the State and County aforesaid,  
personally appeared Dennis P. Baker and Audrey L. Baker, and each acknowledged  
the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Beverly L. Darling  
Notary Public



ARTICLES OF INCORPORATION  
OF  
CONSUMERS' FURNITURE LIQUIDATORS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *October 24, 1983* at *9:49* o'clock *A.M.* as in conformity  
with law and ordered recorded.

Recorded in Liber *2614*, folio *6* 2982, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the *circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Robinson*



**A** 149427

Received For Record May 10, 1984 at 1:57 P.M. Liber 33

M. O. GLADHILL & ASSOCIATES, INC.

RECORD 5.00  
A 9079CHCK 5.00  
Q1984 5-10 P1:57

(A Close Corporation Under Title 4 of the Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Melvin O. Gladhill, whose post office address is P.O. Box 356, Hancock, Maryland, 21750; Robert B. Stone, whose post office address is 111 West Washington Street, Hagerstown, Maryland, 21740; and Mary E. Donovan, whose post office address is 129 Holly Terrace, Hagerstown, Maryland, 21740, all being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is M. O. Gladhill & Associates, Inc.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

4. Purposes. The purposes for which the Corporation is formed are as follows:

A) To establish and operate a surveying and engineering business.

B) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 304 Quaker Creek Apartments, Hancock, Maryland, 21750, in the County of Washington. The name and post office address of the resident agent of the Corporation is Melvin O. Gladhill, 304 Quaker Creek Apartments, Hancock, Maryland, 21750. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

7. Election to have no Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is Melvin O. Gladhill.

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8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- A) President - Melvin O. Gladhill
- B) Secretary and Treasurer - Robert Donadieu

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand (\$100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 21<sup>st</sup> day of October, A.D., 1983.

WITNESS:

Melvin O. Gladhill (SEAL)  
Melvin O. Gladhill

Robert B. Stone (SEAL)  
Robert B. Stone

Robert L. Shirk

Mary E. Donovan (SEAL)  
Mary E. Donovan

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 21<sup>st</sup> day of October, A.D., 1983, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Melvin O. Gladhill, Robert B. Stone and Mary E. Donovan, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Robert L. Shirk  
Notary Public



My Commission Expires: 7/1/86

ARTICLES OF INCORPORATION  
OF  
M. O. GLADHILL & ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *October 24, 1983* at *10:11* o'clock *A M.* as in conformity  
with law and ordered recorded.

Recorded in Liber *2614*, folio *3*  
*2846*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ *20.00* Recording fee paid \$ *20.00* Special Fee paid \$ \_\_\_\_\_  
*5.00*

To the clerk of the *circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*G. B. Johnson*



**A** 149406

BOONSBORO BUSINESS PROPERTIES, INC.

ARTICLES OF INCORPORATION

RECORD 5.00  
A 9083040K 5.00  
01984 5-10 P2:02

OK

FIRST: The undersigned, William P. Young, Jr., whose Post Office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Boonsboro Business Properties, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

(1) To erect, establish, purchase, lease and otherwise acquire and hold, use, equip, service, maintain, operate, sell and otherwise dispose of restaurants, inns, cafes, grills, diners, lunch rooms, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places of every kind and description; and checkrooms, newstands, tobacco stands and stores and generally to conduct the business of restaurateurs, caterers, innkeepers, bakers, tobacconists, concessionairs and purveyors, suppliers, prepareds and dispensers of food and drink; and to engage in all activities to render all services and to buy and sell, use, handle and deal in all fixtures, machinery, equipment, materials and merchandies incidental or related thereto.

(2) To manufacture, produce, treat, purchase and otherwise acquire, cook, bake and otherwise prepare, can, bottle and other package, and sell and otherwise dispose of, handle, market, deal and trade in food products of every kind and description, coffee, tea, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice, smoking supplies and all newstand products and publications and all similar, kindred and allied articles, products and merchandise.

(3) To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

(4) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

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(5) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

(6) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is R.F.D. 1, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the Corporation in Maryland are Kenneth F. Clements, 4187 Appaloosa Lane, Middletown, Maryland 21769. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares at a par value of Ten (\$10.00) Dollars per share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: Kenneth F. Clements, Philip Rauh and John D. Reese.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or

officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction; provided further that the requirements for ratification established pursuant to the Corporations and Associations Article, Section 2-419(b), Annotated Code of Maryland as same may be amended from time to time, are met.

(c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.

(d) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

EIGHTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of

liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be our act this *12th* day of October, A.D., 1983.

Witness:

*Nancy C. Beyer*

*William P. Young, Jr.*  
William P. Young, Jr.

ARTICLES OF INCORPORATION  
OF  
BOONSBORO BUSINESS PROPERTIES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 17, 1983 at 11:16 o'clock AM. as in conformity  
with law and ordered recorded.

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Recorded in Liber 2614, folio 0357, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

\_\_\_\_\_

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

\_\_\_\_\_

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Paul B. Quinn



A 149135

RECORD 2.50  
A 9084CHCK 2.50  
1984 5-10 P2:03

GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC.

THIS IS TO CERTIFY:

FIRST

That we, the subscribers, Richard E. Hartle, of 543 Security Road, Hagerstown, Maryland, 21740, Clair S. Brinton, Jr., of 726 Maryland Avenue, Hagerstown, Maryland, 21740, Alverta H. Brinton, of 726 Maryland Avenue, Hagerstown, Maryland, 21740, and Daniel J. Barnhart of 900 Coldspring, Road, Fayetteville, Pennsylvania, 17222, all being of full legal age and sui juris and residents of the State of Maryland, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a religious corporation.

SECOND

The name of the Corporation (hereinafter called the "Corporation") is "GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC."

THIRD

The post office address of said Corporation shall be 543 Security Road, Hagerstown, Maryland, 21740.

FOURTH

The resident agent of said Corporation shall be Clair S. Brinton, Jr., 726 Maryland Avenue, Hagerstown, Maryland, 21740, and said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH

The duration of the Corporation shall be perpetual.

SIXTH

The purposes for which the Corporation is formed and the objects to be carried on and promoted by it are as follows:

The Corporation shall be operated for the purpose of promoting the teachings and instructions of the Word of God to our generation, to give forth the Christian principles as the Holy Writ (the Holy Bible) has declared His called ministers should do, and to have the duties of conducting Christian burial and Christian Marriage ceremonies.

SEVENTH

The Corporation shall have the right to acquire by purchase, devise

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bequest, gift, lease or in any other manner and to receive, hold, operate, manage, use, lease, mortgage, encumber, sell and dispose of or otherwise deal with any property, real, personal or mixed, situate within or without the State of Maryland, which the Corporation may deem appropriate or desirable to accomplish any of its purposes and objects.

#### EIGHTH

The Corporation is being formed solely for religious, educational and social purposes and shall have no capital stock, and no part of the assets of the Corporation shall inure to the private benefit of any individual, except in payment for authorized services for the administration and conduct of the affairs of the Corporation, or in carrying out its religious, educational and social purposes.

#### NINTH

The Corporation shall have all the general powers conferred upon like corporations by the Public General Laws of the State of Maryland, and all amendments thereof, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred upon it by law.

#### TENTH

In the event of dissolution of the Corporation by voluntary action or by operation of law, then all assets of the Corporation shall be converted into cash by the last duly elected Trustees of the Corporation, or the survivors of them, or such other person or persons as shall be duly and legally authorized to do so, and after the payment of all debts and legal obligations of said Corporation, the balance remaining, if any, shall be distributed to:

(1) A State, a Territory, a possession of the United States, or any political subdivision of any of the foregoing, or to the United States or the District of Columbia, to be used exclusively for public purposes; or

(2) A corporation, trust, or community chest, fund or foundation:

a. Created or organized in the United States or in any possession thereof, or under the law of the United States or Territory, the District of Columbia, or any possession of the United States;

b. Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals;

c. No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

d. No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization, listed above, shall be used within the United States, or any of its possessions, exclusively for the purposes specified in sub-paragraph "b".

#### ELEVENTH

The estate, property, interests and business of the Corporation shall be held and managed by a Board of four (4) Trustees, and Richard E. Hartle, Clair S. Brinton, Jr., Alverta H. Brinton and Daniel J. Barnhart shall serve as Trustees until their successors are duly chosen as hereinafter provided. The number of Trustees and their terms of office may be changed from time to time by by-laws of the Corporation duly enacted by the members thereof. At the first annual meeting of the Corporation one of the said Trustees shall be elected for a term of one year, one for a term of two years and two for a term of three years, and thereafter Trustees shall be elected to fill vacancies created by the expirations of terms for a period of three years; that all Trustees shall hold office and continue to serve until their successors are duly elected and qualified. In the event of death, resignation, withdrawal or disqualification for any reason of any duly elected Trustee, a Trustee shall be elected to fill the unexpired term by a majority vote of the remaining Trustees.

In order to be eligible to vote at the annual meeting for the election of Trustees, a person must have been a member in good standing of the Corporation for at least one (1) year immediately preceding the date of the annual meeting.

The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, which officers shall be elected annually by the Board of Trustees from the members thereof at the first meeting of said Board of Trustees after their election, which meeting shall be held within one month after said election. Said officers shall perform the duties usually assigned to their respective offices. Said Board of Trustees shall meet at least once a month for the discharge of their duties, and special meetings thereof may be called at the request of the President or of a majority of the Board of Trustees.

In order to qualify for election as Trustees or officers, a person must be at least eighteen (18) years of age and have been a member in good standing of the Corporation for at least one (1) year immediately preceding election.

#### TWELFTH

That said Board of Trustees shall be the custodian of all of the property of the Corporation and shall be responsible for the maintenance of the same. They

shall manage said property as in their judgment and discretion they deem advisable to promote the best interests and welfare of said Corporation, subject to the provisions hereof and the laws of the State of Maryland.

THIRTEENTH

That all funds belonging to said Corporation shall be deposited in the corporate name in such bank or banks as the majority of the Trustees may from time to time deem advisable and shall be subject to withdrawal by checks signed by the Treasurer of said Board of Trustees and countersigned by the President or Vice-President of said Board.

IN WITNESS WHEREOF, we have hereunto signed our names and affixed our seals this 7th day of October, A.D., 1983.

ATTEST:

Richard E. Hartle (SEAL)  
Richard E. Hartle

Clair S. Brinton, Jr. (SEAL)  
Clair S. Brinton, Jr.

Alverta H. Brinton (SEAL)  
Alverta H. Brinton

Daniel J. Barnhart (SEAL)  
Daniel J. Barnhart

STATE OF MARYLAND, WASHINGTON COUNTY, TO-wit:

I HEREBY CERTIFY, That on this 7th day of October, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard E. Hartle, Clair S. Brinton, Jr., Alverta H. Brinton and Daniel J. Barnhart, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Robert L. Shick  
Notary Public



My Commission Expires: 7/1/86



ARTICLES OF INCORPORATION

OF

SILVIA SANCHEZ, INC.

RECORD 5.00  
A 9005CHCK 5.00  
01934 5-10 P2:03

(A Closed Corporation Under Title 4 of the Corporation and Association Article of the Annotated Code of Maryland)

I, the undersigned, James L. Dameron III, whose post office address is 9019 Shady Grove Court, Gaithersburg, Maryland 20877, being of full legal age, do hereby form a corporation under and by virtue of the General Laws of Maryland authorizing the formation of corporations.

FIRST: The name of this corporation (which is hereinafter called "the Corporation") is SILVIA SANCHEZ, INC.

SECOND: The Corporation shall be a closed corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To conduct the business of a printing broker to corporations, partnerships, individuals and government agencies, and to carry on all other activities and business necessary and incidental to such work.

(b) To make such investments in real or personal property and to deal in every respect with same as is allowed, permitted, or specifically not prohibited by any applicable law or regulation.

(c) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account, or deal with all or any part of the property of

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the Corporation, and from time to time to vary any investments or employment of capital of the Corporation.

(d) To enter into, make and perform contracts without limit as to character or amount; execute, issue and endorse any bonds, debentures, and notes, and make, draw, accept and endorse drafts, bills of exchange and negotiable instruments of all kinds, as permitted by law.

(e) To borrow or raise money for any of the purposes of this Corporation, and to issue bonds, debentures, debenture stock, notes, or other obligations of any nature, and to secure the same by pledge or mortgage of the whole or any part of the property of the Corporation, whether real or personal, and at the time owned or thereafter acquired, or to issue bonds, debentures, stock or notes, without any such security.

(f) To purchase, lease or otherwise acquire the property of every kind, including the business, goodwill rights, and franchises of any corporation, co-partnership, proprietorship, or association; and to undertake, guarantee, assume to pay the liability thereof, and to pay for such property, business, goodwill rights, and franchises by the issue of stock or other securities of the Corporation, or otherwise in the manner provided by law, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business.

(g) To carry out all or any part of the foregoing objects as principal, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts

and things, and to exercise any powers suitable, convenient, or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

(h) To conduct its business, carry on its operation, have offices and exercise the powers granted to it in any state, territory, district or possession of the United States or in any foreign country.

(i) To do any act or thing and exercise any power suitable, convenient, or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such purposes.

(j) To have, exercise and enjoy all the powers, privileges and rights conferred upon a domestic corporation or permitted to it under the laws of the State of Maryland or any other state necessary or convenient to effect any or all of the purposes for which a similar corporation may be formed.

(k) The foregoing enumerations shall not be considered to exclude limit or restrict in any manner any power, right or privilege given to the corporation by law, or to limit or restrict the meaning of the general terms of the general powers of the Corporation.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is:

25 East Washington Street, Hagerstown, Maryland 21740

The resident agent of the Corporation will be James L. Dameron III, 9019 Shady Grove Court, Gaithersburg, Maryland

20877; said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Thousand (1,000) shares of the par value of Fifty Cents (.50) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares is Five Hundred Dollars (\$500.00).

SIXTH: Until the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have one (1) director, whose name is Silvia Sanchez and whose post office address is:

25 East Washington Street, Hagerstown, Maryland 21740

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: No contract or other transaction between this Corporation and any other corporation shall be affected in any way, or invalidated by the fact that any of the stockholders of this Corporation is pecuniarily or otherwise interested in, or in a stockholder, director or officer of, such other corporation; any stockholder, individually, or any firm of which any stockholder may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the stockholders, or a majority thereof; and any stockholder of this Corporation who is also a stockholder, director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the stockholders of this Corporation, which shall authorize any such contract or transaction, with like

force and effect as if he were not such stockholder, director or officer of such other corporation or not so interested.

NINTH: There shall be no cumulative voting.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be may act this 12<sup>th</sup> day of October, 1983.

WITNESS:

[Signature]

[Signature]  
JAMES L. DAMERON III

STATE OF MARYLAND :  
COUNTY OF MONTGOMERY :

I HEREBY CERTIFY THAT on this 12<sup>th</sup> day of October, 1983, before me, a Notary Public in and for the State and County aforesaid, personally appeared James L. Dameron III, known to me or satisfactorily proven to be the person whose name is signed to the within instrument, and acknowledged that the executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]  
Notary Public 7-1-86 (SEAL)

My Commission Expires: 7-1-86

ARTICLES OF INCORPORATION  
OF  
SILVIA SANCHEZ, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *October 17, 1983* at *9:32* o'clock AM. as in conformity  
with law and ordered recorded.

Recorded in Liber *2614*, folio *6136*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

*5.00*

To the clerk of the *circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Robinson*



**A** 149099

RECORD 5.00  
A 9086CHCK 5.00  
01984 5-10 P2:04

ARTICLES OF INCORPORATION  
OF  
CUMBERLAND VALLEY DECORATING CENTER, INC.

THIS IS TO CERTIFY:

FIRST: That William P. Nairn, 100 West Washington Street, Hagerstown, Maryland 21740 the subscriber, as Incorporator, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgement and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called Corporation) is: Cumberland Valley Decorating Center, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in the sale both wholesale and retail of paint, vinyl wall covering and other related items.

(b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, co- partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise. The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other

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purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the corporation in this State is 1303 Dual Highway, Hagerstown, Maryland 21740. The resident agent of the Corporation is Mr. Robert L. Harrell whose address is 1746 Woodburn Drive, Hagerstown, Maryland 21740 who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is Ten Thousand (10,000) shares having a par value of Ten Dollars (\$10.00) per share for an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors and Jerry L. Smith, James G. Smith and Sharon A. Tosten shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by law.

2. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under this Section unless and until it shall be have been determined and authorized in the specific case

by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

3. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds (2/3) of all of such stock at the time outstanding, by vote, at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF; I have signed these Articles of Incorporation, this 11 day of October, 1983.

William P. Nairn

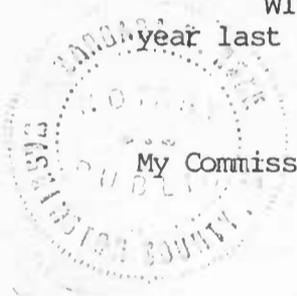
STATE OF MARYLAND; WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 11th day of October 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William P. Nairn and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal the day and 11th year last above written.

Barbara E. Nairn  
Notary Public

My Commission expires: July 1, 1986



ARTICLES OF INCORPORATION  
OF  
CUMBERLAND VALLEY DECORATING CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *October 14, 1983* at *11:15* o'clock *A* M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2613*, folio *4* **3661**, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ *20.00* Recording fee paid \$ *2.00* Special Fee paid \$ \_\_\_\_\_  
*5.00*

To the clerk of the *circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D.W.H.*



**A** 149038

RECORD 5.50  
A 9097CHCK 5.50  
01984 5-10 P2:05

C & D TRUCKING, INC.

ARTICLES OF INCORPORATION

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

C & D TRUCKING, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of general freight transportation by motor vehicle; to purchase, sell or lease motor vehicles, of any design or description, including equipment and supplies; general garage business; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers; to guarantee the safe delivery of merchandise and commodities; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise, with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act herein before above referred to.

(4) To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time.

FOURTH: The address of the principal offices of the Corporation in this State is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

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FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Daniel S. Long, Claude B. Truax, Mary A. Long and Darlene L. Truax.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders thereof:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or

transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract or transaction bears the burden of proving the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity.

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of any action to be

taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon, or if two or more classes of stock are entitled to vote separately, thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer or any employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any

claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article, (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set

forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of October, 1983 and I acknowledge the same to be my act.

WITNESS:

*Dixie C. Newhouse*  
Dixie C. Newhouse

*Judith Ann Butler*

ARTICLES OF INCORPORATION  
OF  
C & D TRUCKING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 5, 1983 at 8:27 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2613, folio 0519, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ 5.50

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



**A** 148662

RECORD 5.00  
 A 9088CHCK 5.00  
 01984 5-10 P2:05

ANTIETAM INVESTORS, INC.  
 Articles of Revival

First: The name of the corporation at the time the charter was forfeited was Antietam Investors, Inc.

Second: The name which the corporation will use after revival is Antietam Investors, Inc.

Third: The name and address of the resident agent are  
 Wayne E. Berger, P. O. Box 447, Maugansville, Maryland 21767.  
 312 GARDENSPOT DR., MAUGANSVILLE, MD. 21767

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

Fifth: At or prior to the filing of these Articles of Revival, the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is  
 P. O. Box 447, Maugansville, Maryland 21767.

312 GARDENSPOT DRIVE, MAUGANSVILLE, MD. 21767

The undersigned who were respectively the last acting president (or vice-president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

  
 Last Acting President  
 (or Vice-President)

  
 Last Acting Secretary  
 (or Treasurer)

32778120

~~32658122~~



RECORD 5.00  
A 9090CHCK 5.00  
01984 5-10 P2:07

ARTICLES OF INCORPORATION

FLOYD E. BAKER TRUCKING, INC.

FIRST: I, EDWARD N. BUTTON, whose post office address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

FLOYD E. BAKER TRUCKING, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of general freight transportation, general garage business; to establish lines of transportation from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; to operate as a transportation agent; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

(4) To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 635 Oak Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, 635 Oak Hill Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

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FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of Common Stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than two but not less than one; and

(2) If there is stock outstanding and so long as there are less than two stockholders, the number of directors may be less than two, but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: Floyd E. Baker.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders thereof.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(4) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereby by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

EIGHTH: (1) As used in the Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28<sup>th</sup> day of September, 1983, and acknowledged the same to be my act.

WITNESS:

Patricia C. Padala

Edward N. Button

EDWARD N. BUTTON

ARTICLES OF INCORPORATION  
OF  
FLOYD E. BAKER TRUCKING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *September 30, 1983* at *10 :00* o'clock *A* M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2612*, folio *2577*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
*5.00*

To the clerk of the *circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Osh...*



**A** 148419

## ARTICLES OF INCORPORATION

RECORD 5.00  
 A 9091CHCK 5.00  
 Q1984 5-10 P2:08

FIRST: I, Lawrence E. Heffner, Jr., whose post office address is 3 North Court Street, Frederick, Maryland 21701 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is:

Gemini Nautilus Fitness Center, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) to engage in and operate a health and fitness center.

(2) to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1725 Pennsylvania Avenue, Suite B, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gregory B. King. Said Resident Agent is an individual actually residing in this State with the address 1725 Pennsylvania Avenue, Suite B, Hagerstown, Maryland 21740, 2EH

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000 shares of common stock, with no par value.

SIXTH: The number of directors of the Corporation shall be two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be more than the number of stockholders of the Corporation. The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Gregory B. King  
 Melissa M. King

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the

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powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or interference from the terms of any other clause of this or any other article of the Chapter of the Corporation or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents, and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of

the fact that he is or was such director or officer or employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonable beleived to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, enterprise, partnership, joint venture or trust, against expenses, (including attorneys' fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction, in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding refered to in paragraphs 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without

the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraphs 1 or 2 of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26 day of September, 1953, and I acknowledge the same to be my act.

WITNESS:

Carol L. Kimm

Lawrence E. Heffner Jr.  
Lawrence E. Heffner Jr.

ARTICLES OF INCORPORATION  
OF  
GEMINI NAUTILUS FITNESS CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 29, 1983 at 11:46 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2612, folio 2477, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 148404

AMENDED  
ARTICLES OF INCORPORATION  
OF  
T & M EQUIPMENT, INC.

RECORD 5.00  
A 9096CHCX 5.00  
01984 5-10 P2:10

FIRST: I, Timothy Tarr Hafer, whose post office address is 102 Meadowbrook Circle, Martinsburg, West Virginia, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is T & M EQUIPMENT, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and construction equipment and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles and light and heavy construction equipment.

(2) To engage in the purchasing, selling, distributing, or leasing, as principal or agent, of all kinds of heavy equipment, equipment, and other mechanical equipment and devices, as well as accessories and attachments therefor; and to engage in any other lawful purpose and/or business.

(3) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products, and to engage in the catering business, both within and without the State of Maryland.

(4) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

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in the case of a consolidation, merger, share exchange, or the sale, lease, exchange or transfer of all or substantially all of the assets of the Corporation.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(4) With respect to:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

such action shall be effective and valid if taken or approved by a vote of not less than a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors, as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH (4).

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any

FOURTH: The post office address of the principal office of the Corporation in this State is T & M Equipment, Inc., 1105 Jefferson Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ralph H. France, II, 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000 shares of common stock with no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Timothy Tarr Hafer, 102 Meadowbrook Circle, Martinsburg, West Virginia.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in

shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 19<sup>th</sup> day of September 1983, and I acknowledge the same to be my act.

WITNESS:

Carol M. Beck

Timothy Tarr Hafer

Timothy Tarr Hafer



AMENDED ARTICLES OF INCORPORATION  
OF  
T & M EQUIPMENT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 28, 1983 at 8:32 o'clock A M. as in conformity  
with law and ordered recorded. EFFECTIVE DATE: November 17, 1981 at 4:00 PM

Recorded in Liber 2612, folio 5 2017, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



A 148327

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ARTICLES OF INCORPORATION  
OF  
NATIONAL AEROSPACE CADETS, INC.

RECORD  
A. DUBOCHICK  
1984 540 2:1  
5:50  
5:50

FIRST: I, Ken Beatty, whose address is 1852 Abbey Lane, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by the virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

NATIONAL AEROSPACE CADETS, INC.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational, scientific and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable, scientific and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust or other trust instrument for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a

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"charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational, scientific and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

To learn about the many career opportunities and train to

become a leader in Space. Training will include Astronomy, Celestial Navigation, Computer Technology, Photonics, Robotics, Hydroponics Electronics and many more career fields required for man's exploration of space; to further the objectives and purposes of the National Aerospace Cadets; to solicit and receive funds for the above purposes.

FOURTH: The address of the principal office of the Corporation is 1852 Abbey Lane, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ken Beatty, 1852 Abbey Lane, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than four (4). The names of the Director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Ken Beatty.

SEVENTH: Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or

"charitable organization" mean corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propoganda or otherwise attempting to influence legislation and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary or educational purposes within the meaning of the terms used in Section 501(c) (3) of the Internal Revenue Code of 1954 but only such purposes as also consitute public charitable purposes under the laws of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable

expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Idemnification Section"), as amended from time to time, shall have the same meaning as provided in the Idemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative inconnection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly consituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of September, 1983, and I acknowledge same to be my act.

WITNESS:

Karen H. Gutzler

Ken Beatty  
Ken Beatty

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, that on this 23<sup>rd</sup> day of September, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ken Beatty, known to me, who made oath in due form of law that the matters and facts set forth in the foregoing Articles of Incorporation are true and correct and who acknowledged said Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.



*Karen L. Grogan*  
Notary Public

ARTICLES OF INCORPORATION  
OF  
NATIONAL AEROSPACE CADETS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *September 26, 1983* at *9:27* o'clock *A* M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2612*, folio *1175*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ \_\_\_\_\_  
*5.50*

To the clerk of the *circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at *Baltimore*.

*Gal B. Johnson*



**A** 148181

APOLLO-DIANA HEALTH SPA OF WASHINGTON COUNTY,  
MARYLAND, INC.

ARTICLES OF DISSOLUTION

RECORD 5.50  
A 9099CHCK 5.50  
01784 5-10 P2:12

APOLLO-DIANA HEALTH SPA OF WASHINGTON COUNTY, MARYLAND, INC., a

Maryland Corporation, having its principal office at 1350 Dual Highway, Hagerstown, Washington County, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 1350 Dual Highway, Hagerstown, Maryland 21740.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereinafter instituted or filed against the Corporation for one year after dissolution, and thereafter until the affairs of the Corporation are wound up, is John DeCola, 115 King Street, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of the sole Director of the Corporation is: John DeCola, 115 King Street, Hagerstown, Maryland 21740.

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
John DeCola	President & Treasurer	115 King Street, Hagerstown, Maryland 21740
Iamo J. Harmon	Secretary	629 Pennsylvania Avenue Hagerstown, Maryland 21740

SIXTH: The Board of Directors of the Corporation authorized a meeting of the Shareholders to be convened and held on July 28, 1982, to adopt resolutions declaring the dissolution of the Corporation to be advisable and adopting a Plan of Complete Liquidation and Dissolution and directing that the proposed dissolution of the Corporation and Plan of Liquidation be referred to the shareholders for action thereon.

SEVENTH: The dissolution proposed and advised by the Board of Directors

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was authorized by the shareholders of the Corporation at a meeting duly convened and held on July 28, 1982, by the affirmative vote of all of the stock entitled to vote thereon.

EIGHTH: The dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the shareholders of the Corporation in the manner and by the vote required by Section 3-401 of Corporations and Associations Chapter of the Annotated Code of Maryland.

NINTH: Notice that dissolution of the Corporation has been duly authorized pursuant to the provisions of the Laws of Maryland was mailed on the 28th day of July, 1982, to all known creditors of the Corporation.

TENTH: These Articles of Dissolution are accompanied by Certificates of the Comptroller of the Treasury of the State of Maryland and of the State Department of Assessments and Taxation of Maryland and of the Treasurer for Washington County, Maryland, stating in effect that all taxes owing to the State of Maryland including all taxes levied on assessments made by said Department and billed and payable to any collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, and evidencing the payment of all taxes on real estate of the Corporation which is all situate in Washington County, Maryland.

IN WITNESS WHEREOF, Apollo-Diana Health Spa of Washington County, Maryland, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 28th day of July, 1982.

(CORP. SEAL)

ATTEST: James J. Harmon  
Secretary

APOLLO-DIANA HEALTH SPA OF WASHINGTON COUNTY, MARYLAND, INC.

By John DeCola  
John DeCola, President



STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 28<sup>th</sup> day of July, A.D., 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John DeCola, President of Apollo-Diana Health Spa of Washington County, Maryland, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation.

WITNESS my hand and official Notarial Seal.

*John M. Lucas*  
Notary Public

My Commission Expires: 7/1/86

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 28<sup>th</sup> day of July, A.D., 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Iamo J. Harmon and made oath in due form of law that s he was Secretary of the meeting of all of the Shareholders of said Corporation at which the dissolution of the Corporation therein set forth was authorized, and the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

*John M. Lucas*  
Notary Public

My Commission Expires: 7/1/86

APOLLO DIANA HEALTH SPA OF WASHINGTON COUNTY, INC.

THIS IS TO CERTIFY, That the books and records of the City of Hagerstown show that all real and personal property taxes owing by said Corporation to the City of Hagerstown have been paid.

WITNESS the hand and seal of GeorgiAnn N. Lucas, City Clerk, for the City of Hagerstown, this 21st. day of September 1983.

GeorgiAnn N. Lucas (SEAL)



*Douglas M. Murdoch, Treas.*

WASHINGTON COUNTY  
MARYLAND  
RECORDS DEPARTMENT

APOLLO DIANA HEALTH SPA OF WASHINGTON COUNTY, INC.

THIS IS TO CERTIFY, That the books and records of the County Treasurer of Washington County, Maryland, show that all real and personal property taxes owing by said Corporation to the County of Washington have been paid.

WITNESS the hand and seal of Harry C. Snook, County Treasurer for Washington County, Maryland, this *21<sup>st</sup>* day of *September* 1983.

*Harry C. Snook* (SEAL)  
Harry C. Snook, Treasurer  
for Washington County, Maryland

32728111



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466      PHONE (301)-269-3814  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ, C.P.A.  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

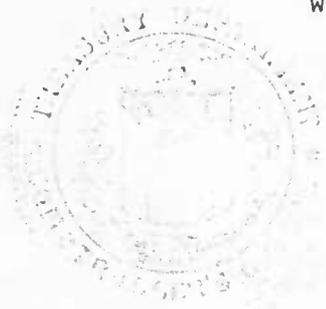
THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

APPOLLO DIANA HEALTH SPA OF WASHINGTON COUNTY  
MARYLAND INC.

have been paid.

WITNESS my hand and official seal this

29th day of JUNE A.D. 19 83



*Allen F. Thompson*  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

ARTICLES OF DISSOLUTION  
OF  
APOLLO-DIANA HEALTH SPA OF WASHINGTON COUNTY, MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 29, 1983 at 9:07 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2612, folio 2093, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 22.00 Special Fee paid \$ 30.00  
5.50

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Robinson*



A 148340

RESOLUTION

FROM SPECIAL MEETING OF THE BOARD OF DIRECTORS  
WASHINGTON COUNTY COMMISSION ON AGING, INC.

RECORD 1.25  
A 9101CHCK 1.25  
01984 5-10 P2:21

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation in Hagerstown, Maryland at 12:00 noon on September 1, 1983, with the following Directors present:

- |                     |                   |
|---------------------|-------------------|
| Henry Stewart       | Earl Mentzer      |
| James F. Lathan     | Sharon Cramer     |
| Thelma L. Coffman   | Leonard W. Curlin |
| Wilfred T. Tumbusch | Adele M. McElwee  |
| Violet M. Bachtell  | Victor R. Martin  |
| Martin L. Snook     | John P. Kenney    |
| Edwin Palmer        | Gerald W. Shank   |
| G. Bartow Harris    | Elsie M. Horst    |
| Leila V. Flora      | Lois M. Fishack   |
| Max Cummins         |                   |

The following Resolution at said meeting was passed.

RESOLVED: That a change of address of the principal office of the Corporation be filed with the State Department of Assessments and Taxation of Maryland as follows:

The Corporation office shall be at 9 Public Square, Hagerstown, Maryland immediately.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a Special Meeting duly called and held as above stated.

*Victor R. Martin*  
Secretary

Dated: September 1, 1983

35 3 W L-101 83

NOTICE OF CHANGE OF PRINCIPAL OFFICE  
OF  
WASHINGTON COUNTY COMMISSION ON AGING, INC.

received for record November 7, 1983 , at 8:58 A.M.  
and recorded on Film No. Frame No. 2830 one of  
the charter records of the State Department of Assessments and Taxation of Maryland.  
To the clerk of the Circuit court of Washington County 71

AA N<sup>o</sup> 19296

Special Fee Paid \$5.00  
Recording Fee Paid \$3.00  
Total \$8.00  
70-75

75  
50

Return to: Myers & Young  
81 West Washington Street  
Hagerstown, Maryland 21740

rc

# Washington County Free Library

100 SOUTH POTOMAC STREET ■ HAGERSTOWN, MARYLAND 21740

Phone: (301) 739-3250

Director: Charles Blank



Home of the World's First  
Book Wagon — 1905

November 30, 1983

RECORD 1.50  
A 2822CHCK 1.50  
01984 6-19A10:44

Received For Record June 19, 1984 at 10:44 a.m. Liber 33

Mr. Robert M. Cierkes  
Charter Division  
State Department of Assessments & Taxation  
301 West Preston Street  
Baltimore, MD 21201

RECORD .50  
A 2823CHCK .50  
01984 6-19A10:44

Dear Mr. Cierkes:

Enclosed herewith please find our checks totaling \$11.00 and listed below is the name and address of the resident agent for the Washington County Free Library.

Charles S. Blank, Director  
Washington County Free Library  
100 South Potomac Street  
Hagerstown, MD 21740

If any further information is required, please do not hesitate to contact me.

Sincerely,

*Pamela Artz*

Pamela Artz  
Administrative Assistant

BOARD OF TRUSTEES AND OFFICERS: *Richard Grunbacher, President • Mrs. Theron K. Rinehart, Vice President • Charles Blank, Secretary*  
*Atlee C. Kepler, Treasurer • Mrs. Jack B. Byers • Mrs. L. E. Jenneke • R. Benjamin Jones • John M. McCardell • Dennis C. Miller • Fred C. Wright III*

EX-OFFICIO: *Donald R. Frush, Mayor of Hagerstown • Claud E. Kitchens, Superintendent of Schools*  
*Ronald L. Bowers, President, Board of County Commissioners*

MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES  
HELD IN THE WESTERN MARYLAND AND BOARD ROOM  
NOVEMBER 16, 1983

Present: Mr. Grumbacher  
Mrs. Jenneke  
Mr. McCardell  
Mr. Jones  
Mrs. Byers  
Dr. Kepler  
Mrs. Rinehart  
Judge Wright  
Commissioner Bowers  
Mayor Frush

Absent: Mr. Miller

Mr. Blank  
Ms. O'Connell

The regular meeting of the Board of Trustees of the Washington County Free Library was held in the Western Maryland and Board Room on November 16, 1983. The meeting was called to order at 1:00 p.m. by the President.

Upon motion duly made, seconded and unanimously carried, the minutes of the regular meeting of September 21, 1983 were approved as mailed.

TREASURER'S REPORT

The October 31, 1983 financial statement was accepted as presented.

OLD BUSINESS

The Assistant Director presented information received from the Maryland Occupational Safety and Health Administration relative to an exhaust system for the printing press area. In their opinion such a system is not mandatory for the area. The Board may wish to consider it as an optional installation.

NEW BUSINESS

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED that the Director of the Washington County Free Library is appointed its Resident Agent and this appointment is to be filed with the Maryland State Department of Assessments and

33368115

33368116

~~33298065~~

NOTICE OF DESIGNATION OF RESIDENT AGENT AND  
AGENT'S ADDRESS

165

OF

WASHINGTON COUNTY FREE LIBRARY

received for record November 25, 1983

, at 9:32 A.M.

and recorded on Film No. 2620

Frame No. 577 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N<sup>o</sup> 19386

Special Fee Paid	\$5.00
Recording Fee Paid	\$6.00
Total	<u>\$11.00</u>

70-75

1.50  
.50

Return to: Washington County Free Library  
100 South Potomac Street  
Hagerstown, Maryland 21740

re

Received For Record June 19, 1984 at 10:45 a.m. Liber 33 RECORD 5.00  
 A 2824CHK 5.00  
 01984 6-19A10:45

## ARTICLES OF INCORPORATION

OF

SKYLINE BALLOONS, INC.

(A CLOSE CORPORATION, ORGANIZED PURSUANT  
 to TITLE FOUR of the CORPORATIONS and  
 ASSOCIATIONS ARTICLE of the ANNOTATED  
 CODE of MARYLAND)

FIRST: I, James R. Alphin, whose post office address is  
 Oaks Road, Hagerstown, Maryland, 21740, being at least eighteen  
 years of age, hereby form a corporation under and by virtue of the  
 General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter  
 called the "Corporation") is Skyline Balloons, Inc.

THIRD: The Corporation shall be a close corporation as  
 authorized by Title Four of the Corporations and Association arti-  
 cle of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed  
 are:

(1) To provide ballooning and other ballooning related  
 services, including advertising, rides, and brokerage of balloons  
 and ballooning equipment.

(2) To engage in any other lawful purpose and/or  
 business.

(3) To do anything permitted or authorized by Section  
 2-103 of the Corporations and Associations Article of the Annotated  
 Code of Maryland as amended from time to time.

FIFTH: The Post Office address of the principal office of  
 the Corporation in this State is Oaks Road, Hagerstown, Maryland,  
 21740. The name and Post Office address of the resident agent of  
 the Corporation in this state is James R. Alphin, Oaks Road,

33558099

Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, without par value.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is James R. Alphin.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Director and stockholders.

(1) The stockholders shall have power from time to time to fix and determine and vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or the net profits arising from the businesses shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter.

(2) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stocks shall be valid unless such change or terms shall have been authorized by all the holders

of stock at the time outstanding by a vote at a meeting or in writing with or without the meeting.

TENTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the stockholders may determine subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs, and expenses shall be distributed to the holders of said stock according to their respective holdings thereof.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of December, 1983.

Witness;

*[Handwritten signature]*  
*[Handwritten signature]*  
JAMES R. ALPHIN

STATE OF MARYLAND, COUNTY OF WASHINGTON, To Wit:

I HEREBY CERTIFY, that on this 6 day of December, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James R. Alphin, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal:

*[Handwritten signature]*  
Notary Public  
My commission expires July 1, 1983

ARTICLES OF INCORPORATION  
OF  
SKYLINE BALLOONS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 21, 1983 at 9:52 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2624, folio 002123 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D.W. Hill*



A 152085

ARTICLES OF INCORPORATION

OF

MENSCH, INC.

RECORD 5.00  
A 2825CHCK 5.00  
01984 6-19A10:46

Received For Record June 19, 1984 at  
(A Close Corporation) 10:46 a.m. Liber 33

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Carol Mendelsohn and Harriet Schwartz, whose post office addresses are 961 View Street and 1818 Woodburn Drive, Hagerstown, Maryland 21740 respectively, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Mensch, Inc.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

FOURTH: The purposes for which the Corporation is formed are as follows:

To conduct the business of providing tours.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any other business in connection therewith, directly or indirectly, to effectuate or facilitate the Corporation to enhance the value of its property and rights, not contrary to the laws of the State of Maryland.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1902 Virginia Avenue, Hagerstown, Md. 21740. The name and post office address of the resident agent of the Corporation in this State are Harriet Schwartz, 1818 Woodburn Drive, Hagerstown, Md. 21740. Said agent is a citizen actually residing in this State. ✓

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred shares, all of single class, no par value.

SEVENTH: The Corporation elects to have no board of directors. Harriet Schwartz and Carol Mendelsohn will serve as directors until the election to have no board of directors becomes effective.

EIGHTH: The duration of the Corporation shall be perpetual.

33618025

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 8 day of December, 1983, and severally acknowledge the same to be our act.

*Carol Mendelsohn*

Carol Mendelsohn

*Harriet Schwartz*

Harriet Schwartz

County of Washington  
State of Maryland

Sworn to before me this 8th day of December, 1983

*Esther McCarren*

Esther McCarren

My commission expires July 1, 1986.



ARTICLES OF INCORPORATION  
OF  
MENSCH, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 27, 1983 at 9:59 o'clock AM. as in conformity  
with law and ordered recorded.

Recorded in Liber 2625, folio 000865, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten signature]*



**A** 152253

Received For Record June 19, 1984 at 10:46 a.m. Liber 33

NINER AWNING COMPANY

(A Close Corporation under Title 4 of the Corporation and Association Article)

RECORD 5.00  
A 2826CHCK 5.00  
01984 6-19A10:46

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Herbert E. Niner, Jr., whose post office address is 2221 Briarcliff Drive, Hagerstown, Maryland 21740; Elizabeth J. Niner, whose post office address is 2221 Briarcliff Drive, Hagerstown, Maryland 21740; and Wayne K. Eccard, whose post office address is 200 Donnybrook Drive, Hagerstown, Maryland 21740; all being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is Niner Awning Company.

3. Close Corporation. The corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

4. Purposes. The purposes for which the Corporation is formed are as follows:

- a) To manufacture, buy, sell, repair, install, and store canvas products.
- b) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 427 East Franklin Street, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent is Wayne K. Eccard, 200 Donnybrook Drive, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 400 shares without par value, all of one class.

7. Election to have no Board of Directors. After the completion of the organizational meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until

33578359

such time the Corporation shall have three directors: Herbert E. Niner, Elizabeth J. Niner and Wayne K. Eccard.

8. Officers. The officers of the Corporation shall be as follows until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) President - Wayne K. Eccard
- (2) Secretary-Treasurer - Susan D. Eccard

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the corporation shall be One Hundred Thousand (\$100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 21st day of December, A.D., 1983.

Herbert E. Niner, Jr. (SEAL)  
Herbert E. Niner, Jr.

Elizabeth J. Niner (SEAL)  
Elizabeth J. Niner

Wayne K. Eccard (SEAL)  
Wayne K. Eccard

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 21st day of December A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Herbert E. Niner, Jr., Elizabeth J. Niner, and Wayne K. Eccard, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

[Signature]  
Notary Public

My Commission Expires: 7/1/86

ARTICLES OF INCORPORATION  
OF  
NINER AWNING COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *December 23, 1983* at *11:12* o'clock *A.* M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2625*, folio **000467**, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
*5.00*

To the clerk of the *Circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D.W.H.*



**A** 152190

Received For Record June 19, 1984 at 10:47 a.m. Liber 33

MARYLAND GRAIN, INC.  
ARTICLES OF INCORPORATION

RECORD 5.00  
A 2827CHCK 5.00  
01984 6-19A10:47

FIRST: I, John T. Stauffer, whose post office address is 100 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

MARYLAND GRAIN, INC.

THIRD: The purposes for which the Corporation is formed are:

1. To buy, sell, import, export, ship, transport and generally trade in grain.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 100 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is John T. Stauffer, 100 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is thirty thousand (30,000) divided into ten thousand (10,000) shares of common stock without par value ("the Common Stock"), and twenty thousand (20,000) shares of preferred stock without par value ("the Preferred Stock"). The following is a description of each class of stock of the corporation with the preferences, conversion and other rights, restrictions, voting powers and qualifications of each class:

(1) The Common Stock of the Corporation shall be vested with one vote per share in all proceedings in which actions shall be taken by the stockholders of the Corporation. The Preferred Stock of the Corporation shall have no vote.

All rights granted and distributions made in accordance with preferences, rights, restrictions, powers and qualifications set forth in this Article with respect to a class of stock shall be divided among the stockholders of the stock of that class in the proportions which the number of shares of stock of that class held by each stockholder bears to the aggregate number of outstanding shares of stock of that class.

33578323

(2) In the event of any voluntarily or involuntarily liquidation (in whole or in part) dissolution or winding up of the Corporation, the holders of the Common Stock and the Preferred Stock of the Corporation shall be paid out of the assets of the Corporation available for distribution to its stockholders in the following order of priorities:

(a) First, to the holders of the Preferred Stock an amount equal to all unpaid declared dividends, if any, thereon, without interest.

(b) Second, to the holders of the Preferred Stock in an amount equal to Twenty Dollars (\$20.00) per share.

(c) Third, thereafter, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of the Common Stock in proportion to their respective stock holdings.

A merger of consolidation of the Corporation with or into any other Corporation, a share exchange involving the Corporation or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation and the distribution of its assets to its shareholders shall not be deemed to be voluntarily or involuntarily liquidation (in whole or in part), dissolution or winding up of the Corporation.

(3) The holders of the Preferred Stock shall be entitled to receive quarterly, but only when and as authorized by the Board of Directors of the Corporation, out of the assets legally available for dividends, a non-cumulative cash dividend at the rate of Sixty Cents (\$.60) per share, per quarter, without interest, before any dividend shall be paid or declared, or any other distribution shall be ordered or made, upon any other class of stock; provided, however, that the declaration of payment of dividends shall be subject to and in accordance with the following:

(a) If any dividends payable on the Preferred Stock with respect to any quarter of the Corporation are not paid for any reason, the right of the holders of the Preferred Stock to receive payment of such dividends shall lapse.

(b) No dividend shall be paid on the Preferred Stock at such times as:

(i) such payment would violate Maryland Law;  
(ii) such payment would impair the net capital or other financial requirements established by any State or Federal agency.

(4) Each holder of Preferred Stock, upon sixty (60) days written notice sent by certified mail, return receipt

requested, and received by the Corporation and upon surrender of all or part of the stock certificates of the Corporation representing shares of the Preferred Stock to the Corporation or its transfer agent in such manner as shall be designated by the Board of Directors shall have the right at any time to require the Corporation to repurchase all or part of the Preferred Stock held by such individual stockholder at the price of Twenty Dollars (\$20.00) per share; provided, however, that the right to require repurchase set forth in this Paragraph (4) shall only be exercisable provided that the Corporation shall not be required to repurchase Preferred Stock pursuant to this Paragraph (4) at such time as:

(i) such repurchase would violate Maryland Law;

(ii) such purpose would impair the capital or other financial requirements established by any State or Federal agency.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is not stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

John T. Stauffer

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers,

restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing, shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of

the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21<sup>st</sup> day of December, 1983, and I acknowledge the same to be my act.

WITNESS:

*[Handwritten signature]*

*[Handwritten signature]* (SEAL)  
John T. Stauffer

ARTICLES OF INCORPORATION  
OF  
MARYLAND GRAIN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 23, 1983 at 10:58 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2625, folio 000590, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 120.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. [Signature]*



A 152227

Received For Record June 19, 1984 at 10:48 a.m. Liber 33

RECORD 5.00  
A 2828CHCK 5.00  
01984 6-19A10:48

## S. B. S. INVESTMENT CO., INC.

(A Close Corporation under Title 4 of the Corporation and Association Article)

## ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Stephen B. Sagi, whose post office address is 33 West Franklin Street, Suite 201, Hagerstown, Maryland 21740; Sue E. Sagi, whose post office address is 32 Hampton Road East, Williamsport, Maryland 21795; and Kathy J. Lutz, whose post office address is 1853 Virginia Avenue, Hagerstown, Maryland 21740; all being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is S. B. S. Investment Co., Inc.

3. Close Corporation. The corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

4. Purposes. The purposes for which the Corporation is formed are as follows:

To such an extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes for which corporations may be organized in the State of Maryland, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 33 West Franklin Street, Suite 201, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent is Stephen B. Sagi, 33 West Franklin Street, Suite 201, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the

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Corporation has authority to issue is 300 shares without par value, all of one class.

7. Election to have no Board of Directors. After the completion of the organizational meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time the Corporation shall have three directors: Stephen B. Sagi, Sue E. Sagi, and Kathy J. Lutz.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) President - Stephen B. Sagi
- (2) Secretary and Treasurer: Sue E. Sagi

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the corporation shall be One Hundred Thousand (\$100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 9 day of December, A.D., 1983.

Stephen B. Sagi (SEAL)  
 Stephen B. Sagi

Sue E. Sagi (SEAL)  
 Sue E. Sagi

Kathy J. Lutz (SEAL)  
 Kathy J. Lutz

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 9 day of December A.D., 1983, before me, the undersigned, a Notary Pubic in and for the State and County aforesaid, personally appeared Stephen B. Sagi, Sue E. Sagi, and Kathy J. Lutz, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

ESTHER L. STUP  
 Notary Public State of Maryland  
 Commission Expires July 1, 1986

Esther L. Stup  
 Notary Public

My Commission Expires: 7/1/86



ARTICLES OF INCORPORATION  
OF  
S. B. S. INVESTMENT CO., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 14, 1983 at 11:20 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2624, folio 001111, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 151786

Received For Record June 19, 1984 at 10:48 a.m. Liber 33

RECORD 5.00  
A 2829CHCK 5.00  
01984 6-19A10:48

## L &amp; G TIRE COMPANY

ARTICLES OF INCORPORATION

## THIS IS TO CERTIFY:

FIRST: That I, the subscriber, WILLIAM WALSH, whose Post Office address is 218 Fayette Street, Cumberland, Maryland 21502, being of full legal age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, hereby act as incorporator with the intention of forming a corporation.

SECOND: The name of the corporation which is herein-after called the Corporation is:

## L &amp; G TIRE COMPANY

THIRD: The purposes for which the Corporation is formed and the business objects to be carried on and promoted by it are as follows:

To engage in the buying and selling, at wholesale and retail, of new and recapped tires of all kinds and description and the conducting of the general business of vulcanizing, reinforcing, rebuilding and repairing tires of all kinds and descriptions, and such other and further objects as may be necessary and incidental to the carrying on of such business, including the buying and owing of the necessary tools and equipment for the business and the buying, leasing, holding, releasing, selling, and conveying the real estate necessary or proper in connection with the business.

To buy, sell, own, lease, exchange and otherwise generally deal in land, timber and all other forms of real estate; to buy, sell, own, lease, exchange and otherwise generally deal in all types of mining equipment, including equipment for oil wells and gas wells, and for timbering

WW/jb  
121/3/83

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operations, and all other forms of personal property, as owner, principal agent or broker; and to do any and all other things deemed desirable and advantageous in carrying out any of the foregoing purposes, or conducting any of the foregoing businesses.

→  
→  
FOURTH: The Post Office address at which the principal office of the Corporation in this State will be located is Post Office Box 217, State Route 36, Corriganville, Maryland 21524. The Resident Agent of the Corporation is RALPH SPITZNAS, whose Post Office address is Post Office Box 386, Main Street, Mt. Savage, Maryland 21545. The Resident Agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three directors, which number may be increased pursuant to the By-laws of the Corporation, and FAY E. LEYDIG, JERRY LEYDIG and GLORIA LEYDIG shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5000) shares, all of which stock shall be common stock without par value.

IN WITNESS WHEREOF, I have hereunto set these Articles of Incorporation this 13<sup>th</sup> day of December, 1983.

WITNESS:

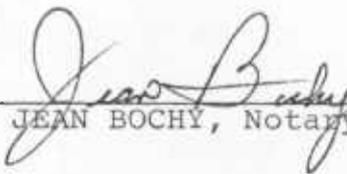
Jean Bochy  
JEAN BOCHY

William Walsh (SEAL)  
WILLIAM WALSH

STATE OF MARYLAND,  
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 13th day of December, 1983, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM WALSH, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal the day and year last above-written.

  
\_\_\_\_\_  
JEAN BOCHY, Notary Public



My Commission Expires  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
L & G TIRE COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 16, 1983 at 10:29 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2624, folio 002050, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



A 151903

RECORD 5.00  
A 2830CHCK 5.00  
01984 6-19A10:49

McGRORY & SCHAEFER, P.A.  
ARTICLES OF INCORPORATION

FIRST: I, Richard F. McGrory, whose Post Office address is 152 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporation's Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is:

McGRORY & SCHAEFER, P.A.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the general practice of law; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporation and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 152 West Washington Street, Hagerstown, Maryland. The name and Post Office address of the Resident Agent of the Corporation in this State is Richard F. McGrory, 1307 The Terrace, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) share of common stock, without par value.

335582.2

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Richard F. McGrory and Michael J. Schaefer.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no

way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

3. With respect to:

- (a) the amendment of the Charter of the Corporation;
  - (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
  - (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
  - (d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;
  - (e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
  - (f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
  - (g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation;
- such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authoriza-

tion and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

NINTH:

(1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative

vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16<sup>th</sup> day of December, 1983, and I acknowledge the same to be my act.

WITNESS:

Richard F. McGrory  
Richard F. McGrory

Connie A. Harrell

ARTICLES OF INCORPORATION  
OF  
McGRORY & SCHAEFER, P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 19, 1983 at 3:19 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2624, folio 002547 of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



A 151982

RECORD 5.00  
A 2831CHCK 5.00  
01984 6-19A10:50

PROMOTIONS ALOFT, INC.  
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is PROMOTIONS ALOFT, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of offering promotional advertising and other promotional services involving the use of hot air balloons, and providing related services; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 138 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward W. Cochran, Jr., 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Edward W. Cochran, Jr.  
Glenn A. Henicle  
Alan J. Levin

James E. Neikirk  
Winchester Sherman, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

2nd IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of December, 1983, and I acknowledge the same to be my voluntary act and deed.

Ann Solonberger  
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION  
OF  
PROMOTIONS ALOFT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 5, 1983 at 10:52 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2622, folio 003883, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten signature]*



A 151270

Baer's Lawn and Garden Equipment, Inc.

RECORD 5.00  
A 2832CHCK 5.00  
01984 6-19A10:51

ARTICLES OF INCORPORATION  
(Under Title 2 and Title 4 as a Close Corporation)

FIRST: I, the undersigned, Richard R. Baer, whose address is Route No. 5, Box 469, Hagerstown, Maryland 21740, being at least twenty-one years old, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation is Baer's Lawn and Garden Equipment, Inc.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To design, patent, and procure patents or licenses to manufacture, and to manufacture, buy, sell, rent, import and export, and generally deal in, repair, service and supply parts and fuel for the following kinds of property:

(a) Lawn and garden equipment and machinery of whatsoever kind or nature including, but not limited to, lawnmowers; leaf mulchers, baggers, blowers and brushes; and garden tractors, tillers, plows, seeders, spreaders and wagons.

(b) Equipment and machinery related to the lawn and garden items above mentioned of whatsoever kind or nature including, but not limited to, wood saws, grinders and splitters; snow plows and blowers; and snowmobiles, sleds and bobsleds.

(c) Farm machinery and equipment of whatsoever kind or nature including but not limited to, tractors, plows, tillers, discs, harrows, wagons, spreaders, drills, seeders, grinders, mowers, bailers and combines.

(d) Heating apparatus of whatsoever kind or nature, and howsoever fueled, including, but not limited to, domestic and industrial stoves, ranges, heaters, ovens and furnaces.

33398258

(e) Engines and motors of whatsoever kind or nature, and howsoever fueled, including, but not limited to, gasoline or diesel fueled engines and electric motors.

2. To design, patent, and procure patents or licenses to manufacture, and to manufacture, buy, sell, rent, import and export, and generally deal in, repair and service any and all items of hardware as such items are generally found in a store so designated including, but not limited to, hand and power tools, nails, screws, nuts, bolts, paint, building materials, household supplies and appliances and all other items accessory thereto or usable therewith.

3. To purchase or otherwise acquire, sell and deal in, as principal or agent, on commission or otherwise, at wholesale or retail, oil, gasoline, kerosene, wood or other kinds of fuel and to purchase, construct, rent or otherwise acquire, control, maintain and operate tanks and all kinds of facilities, apparatus, equipment and vehicles suitable for the transportation, handling and storage of said fuels.

4. To acquire, by purchase, lease, or otherwise, and to equip, maintain, and operate a general machine shop. To design and manufacture tools, machinery, boilers, engines, motors, and all things made wholly or partly from metals. To do repairing, welding, brazing, soldering, polishing, moulding, casting, pattern-making, lacquering, enameling, metal stamping and cutting, and electrical work of all kinds; to manufacture, buy or otherwise acquire, and to sell, lease, repair, trade, and deal in and with, machine tools, machinery, motors, engines, and equipment, and their parts, accessories, appliances, tools, and implements.

5. To manufacture, or to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, rent, transfer or in any manner dispose of and to deal and trade in goods, wares, merchandise and property of any and every class and description whether real, personal or mixed, and in any part of the world.

6. To enter into, make or perform contracts of every kind and with any persons, firm, associations or corporation municipal body politic, county, territory, state, national

government, or colony or dependency thereof, and without limits as to amount, to draw, make, accept, endorse, discount its own paper, execute and issue promises, any notes, drafts, bills of exchange, warrants, bonds, mortgages, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise as well as to secure the same by mortgage or otherwise, so far as may be permitted by laws of the State of Maryland.

7. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights, and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges.

FOURTH: The post office address of the principal office of the corporation in this state is Route No. 5, Box 469, Hagerstown, Maryland 21740. The name and address of the resident agent of this corporation in this state is: Richard R. Baer, Route No. 5, Box 469, Hagerstown, Maryland 21740, who is a citizen of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the corporation is One Hundred Thousand (\$100,000.00) Dollars par value divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars per share.

SIXTH: The election is hereby made that this corporation shall be a "close corporation" under the provisions of Title 4 of the Corporations and Associations Volume of the Annotated Code of Maryland and, pursuant to Section 4-301 of said Title, Richard R. Baer shall act as the director of the corporation until the organization meeting of directors and the issuance of at least one share of stock of the corporation are completed, after which time the corporation shall have no board of directors.

SEVENTH: The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on *December 1*, 1983.

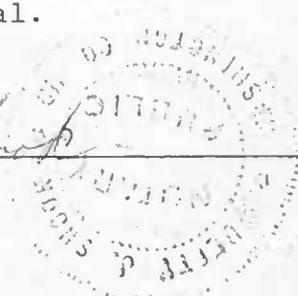
1. *Richard R. Baer*  
Richard R. Baer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *1st* day of *December*, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Richard R. Baer and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

*Betty J. Smith*  
Notary Public



My Commission Expires:

*7-1-86*

ARTICLES OF INCORPORATION  
OF  
BAER'S LAWN AND GARDEN EQUIPMENT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 5, 1983 at 10:09 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2623, folio 000081, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten signature]*



A 151277

Received For Record June 19, 1984 at 10:51 a.m

RECORD 6.00  
A 2833CHCK 6.00  
01984 6-19A 10:51

LIBER 33  
ARTICLES OF INCORPORATION

-of-

HERITAGE HOUSE INNS, INC.  
(a close corporation)

The subscriber, BURTON YAVENER, whose post office address is 1104 Spring Street, Silver Spring, Maryland 20910, being of full age, and acting as agent for individuals intending to subscribe to the Capital Stock of the Corporation, when established under law, hereby presents these Articles for the formation of a corporation under the General Laws of the State of Maryland, authorizing the formation of corporations. The Corporation is a close corporation, as defined by Title 4 of the Code of Maryland, as amended under the 1975 Acts, for Corporations and Associations.

1.00 NAME. The name of the Corporation hereinafter referred to as the "Corporation" is HERITAGE HOUSE INNS, INC.

2.00 PURPOSES. The purposes for which the Corporation is formed and the business to be carried on and promoted by it, within the State of Maryland or within any other State, territory or possession of the United States, whether presently or hereafter annexed, or within any foreign countries, are--

2.01 Primarily to engage in the business of acquiring, leasing, renting, repairing, developing, building, restoring, operating and/or maintaining, bed and breakfast inns, hotels, motels, restaurants and related facilities or businesses; to buy, sell and/or lease any and all real or personal property relating the the foregoing purposes, and to engage in all business activities incidental to all of the foregoing.

2.02 To invest its funds in real estate, mortgages, stocks, and bonds, or any other type of investment, or to own real or personal property.

2.03 To purchase, lease or otherwise acquire, all or any part of the property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied

32538172

RA/MS

OFFICES

BOGEN, YAVENER  
& BERMAN

1104 SPRING STREET  
SILVER SPRING, MD. 20910

587-6662

for, and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for any such property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents and patents applied for or assets by the issue, in accordance with the laws of the State of Maryland, of notes, bonds, or other securities of the Corporation or otherwise.

2.04 To apply for, obtain, register, purchase, lease or otherwise acquire, and hold, use, own, operate and introduce, and sell, assign, or otherwise dispose of, any trademarks, trade names, copyrights, patents, inventions, improvements and processes used in connection with or secured under Letters Patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trademarks, trade names, patents, copyrights, licenses, processes and the like, or any such property or rights, so long as necessary or consistent with the business or businesses for which the Corporation is organized to render.

2.05 To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by any other corporation or association in which the Corporation has an interest, and to enforce or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any such other corporation or association.

2.06 To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust

certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or any other state, territory, district or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all of the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

2.07 To advance money with or without security, and without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation; and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon or pledge or conveyance of assignment in trust of, the whole or any part of the property of the Corporation owned or thereafter acquired; and to sell; pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

2.08 To carry on any of the businesses hereinbefore enumerated for itself, or for account of other, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly, or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part hereof, or to enhance

the value of its property, business or rights; to be a partner in partnership; to be a general partner in a limited partnership with or without additional general partners; to be a limited partner in a limited partnership with or without other limited partners; to be both a general partner and a limited partner in the same venture; and generally to act in any capacity in furtherance of the business of the Corporation, as set forth in Sec. 2.01 herein.

2.09 To have one or more offices and places of business, and to carry on all or any of its operations and business without restriction or limit as to amount or place, in any of the states, districts, and territories or dependencies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory or country.

2.10 To do all things a corporation might legally do under the Laws of the State of Maryland.

2.11 The foregoing enumeration of the purposes and business of the Corporation is made in furtherance of and not in limitation of the powers conferred upon the Corporation by law, and is not intended in any manner, by the mention of any particular purpose or business mentioned, to limit or restrict any of the powers of the Corporation.

3.00 PRINCIPAL OFFICE AND RESIDENT AGENT. The post office address of the principal office of the Corporation is 207 Potomac Street, Hagerstown, Maryland 21740. The Resident Agent is DOUGLAS C. REED, a resident of the State of Maryland, whose post office address is 207 South Potomac Street, Hagerstown, Maryland 21740.

4.00 AUTHORIZED CAPITAL STOCK. The Corporation is hereby authorized to issue One Hundred Thousand (100,000) shares of capital stock, having an aggregate value of \$100,000.00 divided into one class at a par value of One (\$1.00) Dollar per share:

5.00 DESCRIPTION OF CAPITAL STOCK.

5.01 Common Stock shall be entitled to one vote per share in all cases.

5.02 Restriction. There shall be no restrictions on the transferability or the issue of the corporate stock, other than as may be limited by the General Corporation Laws of the State of Maryland as may be amended from time to time, and by the Restrictive Shareholder's Agreements.

6.00 DIRECTORS. After the completion of the organization meeting of the directors and issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one director, whose name is:

DOUGLAS C. REED  
207 South Potomac Street  
Hagerstown, Maryland 21740

7.00 POWERS. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the stockholders:

7.01 The stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized.

7.02 No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected by or invalidated by the fact that any of the stockholders of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any stockholder individually, or any firm of which any stockholder may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation provided that such interest is disclosed

LAW OFFICES

BOGEN, YAVENER  
& BERMAN

1104 SPRING STREET  
SILVER SPRING, MD 20910

587-6662

or shall have been known to the stockholders or a majority thereof; and any stockholder of this Corporation who is also a stockholder, director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the stockholders of this Corporation.

7.03 A majority vote of the issued and outstanding common stock of the Corporation shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from business shall be declared in dividends and paid to the stockholders subject to the provisions of these Articles of Incorporation, and to direct and determine the use and disposition of any of such surplus or net profits. Such stockholders may, in their discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as they shall deem expedient.

7.04 The Corporation reserves the right to make from time to time any amendment of its Articles of Incorporation which may now or hereafter be authorized by law, including any amendments changing the terms of a class of its stock by classification, reclassification, or otherwise, but not such amendment which changes the term of any of the outstanding stock, shall be valid unless such change of terms shall have been authorized by the holders of a majority of such stock at the time outstanding, by vote at a meeting, or in writing, with or without a meeting.

7.05 A majority vote of the issued and outstanding common stock of the Corporation shall have power, subject to any limitation or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified

respects, from time to time, before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

7.06 The Stockholders shall manage the business and affairs of the Corporation by their direct action and may exercise all powers of directors.

7.07 The stockholders of the Corporation are responsible for taking any action required by law to be taken by the board of directors.

7.08 Action by stockholders shall be taken by the voting of shares of stock as elsewhere herein provided in these Articles of Incorporation and in the By-Laws of the Corporation.

7.09 The stockholders may take any action which otherwise would require both a resolution of directors and a vote of the stockholders.

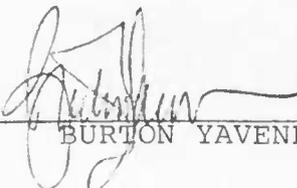
7.10 By the affirmative vote of a majority of all the votes entitled to be cast, the stockholders may take any action which otherwise would require a vote of a majority of the entire board of directors.

8.00 DURATION. The duration of the Corporation shall be perpetual.

9.00 PREEMPTIVE RIGHTS. No holder of any shares of stock of the Corporation of any class now or hereafter authorized shall have any preemptive rights to purchase or subscribe to any shares of stock of the Corporation

10.00 LIABILITY OF STOCKHOLDERS. The private property of the stockholders of the Corporation, real, personal or mixed, shall not be subject to the payment of corporate debts or obligations to any extent.

IN WITNESS WHEREOF, I , the subscriber, as incorporator, have signed these Articles of Incorporation this 2nd day of December, 1983, acknowledging the same to be my act.

  
BURTON YAVENER

ARTICLES OF INCORPORATION  
OF  
HERITAGE HOUSE INNS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *December 19, 1983* at *10:15* o'clock *A.* M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2624* ~~005983~~ of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$ \_\_\_\_\_  
*6.00*

To the clerk of the *Circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Signature]*



**A** 152002

ADVANCED MARKETING CONCEPTS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Charles L. Kight, whose post office address is 701 Park Lane, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is ADVANCED MARKETING CONCEPTS, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) Marketing of food products, sublimation printing equipment, and similar or related items;

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 701 Park Lane, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Charles L. Kight, 701 Park Lane, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, of which Two Thousand Five Hundred (2,500) shares are

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shares of preferred stock without par value (hereinafter referred to as the "Preferred Stock") and Two Thousand Five Hundred (2,500) shares are shares of common stock without par value (hereinafter referred to as the "Common Stock").

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

1. In the event of any voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation, the holders of the Preferred Stock then outstanding shall be paid out of the assets of the Corporation available for distribution to its stockholders an amount equal to One Thousand Dollars (\$1,000.00) per share plus an amount equal to all unpaid declared dividends thereon, without interest, and no more, before any amount shall be paid or any assets of the Corporation shall be distributed among the holders of the Common Stock and, if the assets of the Corporation available for distribution to its stockholders shall be insufficient to permit the payment in full to the holders of the Preferred Stock, as aforesaid, then the entire assets of the Corporation available for distribution to its stockholders shall be distributed ratably among the holders of the Preferred Stock; then and thereafter, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of the Preferred Stock and the Common Stock, share and

share alike and without any distinction as to class, in proportion to their respective stockholdings.

A merger or consolidation of the Corporation with or into any other corporation, a share exchange involving the Corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation of the Corporation and the distribution of its assets to its stockholders shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation within the meaning of this Article FIFTH, paragraph 1.

2. Except as hereinabove provided in paragraph 1 of this Article FIFTH, the Preferred Stock and the Common Stock of the Corporation shall be identical in all respects and for all purposes and the holders of the Preferred Stock and the holders of the Common Stock voting together and without distinction as to class shall be entitled to one vote per share in all proceedings in which actions shall be taken by the stockholders of the Corporation.

SIXTH: The number of directors of the Corporation shall be three which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3). If there is no stock outstanding, the number of directors may be less than three but not less than one; and if there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Charles L. Kight.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange or sale, lease, exchange of transfer of all or substantially all of the assets of the Corporation.

(4) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the Corporations and Associations Article of the Annotated Code of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(5) If the By-laws so provide, the Board of Directors of the Corporation shall have power to hold its meetings, to have an office or offices and, subject to the provisions of the Corporations and Associations Article of the Annotated Code of the State of Maryland, to keep the books of the Corporation, outside of said State at such place or places as may from time to time be designated by it.

(6) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Corporations and Associations Article of the Annotated Code of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as

to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(7) With respect to:

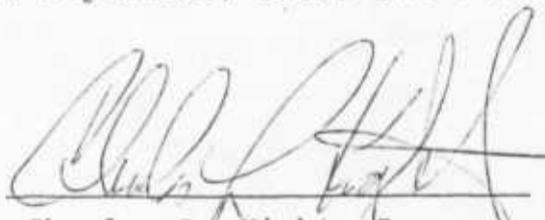
- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, "exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share ex-

change ( as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired;

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;  
such action shall be effective and valid only if taken or approved by a vote of not less than a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH.

Eighth: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30 day of September, 1983, and I acknowledge the same to be my act.

  
Charles L. Kight, Incorporator

ARTICLES OF INCORPORATION  
OF  
ADVANCED MARKETING CONCEPTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 19, 1983 at 2:49 o'clock P. M. as in conformity  
with law and ordered recorded. ~~262~~

Recorded in Liber 26 24, folio 002898 of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$ \_\_\_\_\_  
6.00

To the clerk of the *Circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



**A** 151991

NORTHAMPTON MANOR, INC.  
ARTICLES OF INCORPORATION

RECORD 5.50  
A 2835CHCK 5.50  
01984 6-19A10:53

FIRST: The undersigned, Charles R. Moran, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being over eighteen years of age, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

NORTHAMPTON MANOR, INC.

THIRD: The purposes for which the Corporation is formed and its powers are as follows:

(1) To engage in the business of developing, owning, leasing, managing and operating health care and nursing home facilities, residential real estate and commercial real estate, and, in connection therewith, to acquire, lease, hold and dispose of real or personal property and to enter into any and all agreements necessary, desirable or appropriate to the aforementioned businesses and to engage in any other activity which may be associated with the aforementioned businesses, or any aspect thereof, without limitation, both within and without this State;

(2) To purchase, lease or otherwise acquire, hold, develop, improve, sell, exchange, let or in any manner encumber or dispose of real property wherever situated;

(3) To enter into agreements and contracts of any type, including, among other things, agreements and contracts for

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the purchase or sale of any and all types of personalty, and for the provision, either for or by the Corporation, of any and all services; and

(4) To otherwise engage in and perform any activities or functions which may lawfully be performed by a business corporation organized under the laws of the State of Maryland.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation, and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 2424 Paradise Church Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Dominick J. Perini, 2424 Paradise Church Road, Hagerstown, Maryland 21740. The resident agent is an individual residing in this State.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock, with a par value of One Dollar (\$1.00) per share.

SIXTH: The number of Directors of the Corporation shall be as set forth in the By-Laws but shall never be less than three (3) unless there are less than three (3) stockholders of the Corpor-

ation in which case the number of Directors may be equal to, but not less than, the number of stockholders, provided that the Corporation shall at all times have at least one (1) Director. The names of the Directors who shall act until the first organizational meeting and until their successors are duly chosen and qualified are:

Dominick J. Perini

R. Kathleen Perini

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders:

(1) The Board of Directors shall have power from time to time and in its sole discretion to determine in accordance with sound accounting practice, what constitutes annual or other net profits, earnings, surplus or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash, or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them shall be open to the

inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have the right to inspect any book, account or document of the Corporation unless authorized to do so by resolution of the Board of Directors.

(2) A contract or other transaction between the Corporation and any of its Directors or between the Corporation and any other corporation, firm, or other entity in which any of its Directors is a director or has a material financial interest is not void solely because of any one or more of the following: (a) the common directorship or interest; (b) the presence of the Director at the meeting of the Board or a committee of the Board which authorizes, approves or ratifies the contract or transaction; or (c) the counting of the vote of the Director for the authorization, approval, or ratification of the contract or transaction; provided that (i) the fact of the common directorship or interest is disclosed or known to the Board of Directors or its committee, and the Board or committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested Directors, even if the disinterested Directors constitute less than a quorum; (ii) the fact of the common directorship or interest is disclosed or known to the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested Director or corporation, firm, or other entity; or (iii) the contract or transaction is fair and reasonable to the

Corporation. Common or interested Directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in determining the presence of a quorum at the meeting of the Board of Directors or a committee of the Board or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this paragraph, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the Corporation at the time it was authorized, approved or ratified.

(3) The Corporation shall indemnify its Directors and Officers to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advancement of related expenses.

(4) No holders of stock of the Corporation of whatever class shall have any preemptive rights or preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to such stock or securities other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine, may be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Articles of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act on this 9<sup>th</sup> day of DECEMBER, 1983.

WITNESS:

Keith L. Lowell

Charles R. Moran  
Charles R. Moran

ARTICLES OF INCORPORATION  
OF  
NORTHAMPTON MANOR, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 9, 1983 at 3:54 o'clock P.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2623 **001254**, folio \_\_\_\_\_, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ \_\_\_\_\_  
5.50

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 151477

Received For Record June 19, 1984 at 10:53 a.m. Liber 33

RANGER CONSTRUCTION, INCORPORATED

RECORD 5.50  
A 2836CHCK 5.50  
01984 6-19A10:53

ARTICLES OF INCORPORATION

FIRST: The undersigned, Charles R. Moran, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being over eighteen years of age, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

RANGER CONSTRUCTION, INCORPORATED

THIRD: The purposes for which the Corporation is formed and its powers are as follows:

(1) To engage in the business of building, erecting and constructing buildings and structures of any and all types, and, in connection therewith, to acquire, lease, hold and dispose of land, vehicles, equipment, materials, goods and other real or personal property and to enter into any and all agreements necessary, desirable or appropriate to the aforementioned business and to engage in any other activity which may be associated with the aforementioned business, or any aspect thereof, without limitation, both within and without this State;

(2) To purchase, lease or otherwise acquire, hold, develop, improve, sell, exchange, let or in any manner encumber or dispose of real property wherever situated;

35468224

(3) To enter into agreements and contracts of any type, including, among other things, agreements and contracts for the purchase or sale of any and all types of personalty, and for the provision, either for or by the Corporation, of any and all services; and

(4) To otherwise engage in and perform any activities or functions which may lawfully be performed by a business corporation organized under the laws of the State of Maryland.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation, and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 2424 Paradise Church Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Dominick J. Perini, 2424 Paradise Church Road, Hagerstown, Maryland 21740. The resident agent is an individual residing in this State.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock, with a par value of One Dollar (\$1.00) per share.

SIXTH: The number of Directors of the Corporation shall be as set forth in the By-Laws but shall never be less than three (3) unless there are less than three (3) stockholders of the Corporation in which case the number of Directors may be equal to, but not less than, the number of stockholders, provided that the Corporation shall at all times have at least one (1) Director. The names of the Directors who shall act until the first organizational meeting and until their successors are duly chosen and qualified are:

Dominick J. Perini

R. Kathleen Perini

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders:

(1) The Board of Directors shall have power from time to time and in its sole discretion to determine in accordance with sound accounting practice, what constitutes annual or other net profits, earnings, surplus or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash, or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to

determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have the right to inspect any book, account or document of the Corporation unless authorized to do so by resolution of the Board of Directors.

(2) A contract or other transaction between the Corporation and any of its Directors or between the Corporation and any other corporation, firm, or other entity in which any of its Directors is a director or has a material financial interest is not void solely because of any one or more of the following: (a) the common directorship or interest; (b) the presence of the Director at the meeting of the Board or a committee of the Board which authorizes, approves or ratifies the contract or transaction; or (c) the counting of the vote of the Director for the authorization, approval, or ratification of the contract or transaction; provided that (i) the fact of the common directorship or interest is disclosed or known to the Board of Directors or its committee, and the Board or committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested Directors, even if the disinterested Directors constitute less than a quorum; (ii) the fact of the common directorship or interest is disclosed or known to the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote

other than the votes of shares owned of record or beneficially by the interested Director or corporation, firm, or other entity; or (iii) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in determining the presence of a quorum at the meeting of the Board of Directors or a committee of the Board or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this paragraph, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the Corporation at the time it was authorized, approved or ratified.

(3) The Corporation shall indemnify its Directors and Officers to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advancement of related expenses.

(4) No holders of stock of the Corporation of whatever class shall have any preemptive rights or preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to such stock or securities other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine, may be offered to holders of any class or

classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Articles of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act on this 9<sup>TH</sup> day of DECEMBER, 1983.

WITNESS:

Kathleen Howell

Charles R. Moran

Charles R. Moran

ARTICLES OF INCORPORATION  
OF  
RANGER CONSTRUCTION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 9, 1983 at 3:54 o'clock PM. as in conformity  
with law and ordered recorded.

Recorded in Liber 2623, folio 002778, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ 5.50

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



A 151508

RECORD .50  
A 2237CHCK .50  
01984 6-19A10:55

CERTIFICATE OF ARTICLES OF TRANSFER

CLERK OF THE CIRCUIT COURT  
Washington County  
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of TRANSFER have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_

HUB CITY METALS, INC. (MD CORP.) Transferor

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is \_\_\_\_\_

ROBERT H. BRICKER, JR. and

LAWRENCE A. CLOPPER, (MD Individuals) Transferees

3) The Articles were accepted for record on November 10, 1983, at 9:59 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 9th day of December, 1983.

G. B. Adams

Received For Record June 19, 1984 at 11:06 a.m. Liber 33-

HAGERSTOWN RACEWAY, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

Hagerstown Raceway, Inc., a Maryland Corporation, having its principal office in Hagerstown, Washington County, Maryland (herein referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as herein above set forth and the post office address of the principal office of the Corporation in the State of Maryland is Hagerstown Raceway, Inc., c/o Charles P. Strong, Jr., 21 Summit Avenue, Hagerstown, Maryland 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is Charles P. Strong, Jr., 21 Summit Avenue, Hagerstown, Maryland 21740.

FOURTH: The names and addresses of each director of the Corporation are as follows:

Wayne Stouffer  
4735 North First Street  
Arlington, Virginia 22203

Susan Woodfield  
9400 Mirrow Pond Drive  
Fairfax, Virginia 22032

RECORD 5.00  
A 2845CHCK 5.00  
01984 6-19A11:06

FIFTH: The name, title and address of each officer of the Corporation are as follows:

Wayne Stouffer, President/Treasurer  
4735 North First Street  
Arlington, Virginia 22203

Susan Woodfield, Secretary  
9400 Mirrow Pond Drive  
Fairfax, Virginia 22032

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by vote required by law and by the

33148203

charter of the Corporation in that the voluntary dissolution of the Corporation was approved by a resolution of a majority of the entire Board of Directors, there being no stock entitled to be on the dissolution, either outstanding or subscribed for.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of the said certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each said certificate.

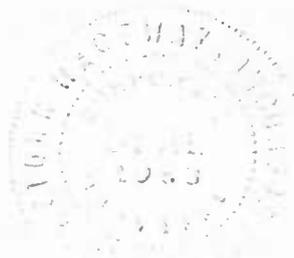
IN WITNESS WHEREOF, Hagerstown Raceway, Inc. has caused these presence to be signed in its name and on its behalf by its President and its corporal seal to be hereunder affixed and attested by its Secretary on this 5<sup>th</sup> day of October, 1983, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Hagerstown Raceway, Inc., and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

HAGERSTOWN RACEWAY, INC.

Susan Woodfield  
Susan Woodfield, Secretary

By: Wayne Stouffer  
Wayne Stouffer, President



OFFICE OF  
**HARRY C. SNOOK**  
**COUNTY TREASURER**  
 COURT HOUSE ANNEX  
 HAGERSTOWN, MARYLAND 21740  
 Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer  
~~LEONAH HOLMES, Deputy Treasurer~~  
 HELEN B. LEWIS, Deputy Treasurer

*The Court House*

SERVING WASHINGTON COUNTY SINCE 1873

September 21, 1983

Ottinger & Strong  
 Library Place  
 21 Summit Avenue  
 Hagerstown, Maryland 21740

RE: Dissolution of Hagerstown Raceway, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all personal property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

HAGERSTOWN RACEWAY, INC.

have been paid to and including the fiscal year July 1, 1974, to June 30, 1975.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 21st day of September, A.D., 1983.

*Harry C. Snook*  
 Harry C. Snook  
 Treasurer for Washington  
 County, Maryland

slb

SEP 22 1983



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P.O. BOX 466      PHONE (301)-269-3814  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
  
J. BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ, C.P.A.  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

HAGERSTOWN RACEWAY INC.

have been paid.

WITNESS my hand and official seal this

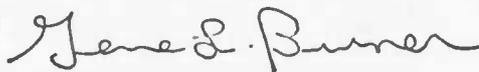
31st day of OCTOBER A.D. 1983.

  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

NOV 02 1983

PS-409

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the HAGERSTOWN RACEWAY, INCORPORATED  
were received for record on November 10, 1983  
in accordance with the provisions of Sec. 3-407 of the  
Corporations and Associations Article of the Code.

  
Director

ARTICLES OF DISSOLUTION  
OF  
HAGERSTOWN RACEWAY, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 10, 1983 at 10:09 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2618, folio 1335, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00  
5.00

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Signature]*



**A** 150487

HAGERSTOWN SECURITIES GROUP LIMITED PARTNERSHIP

RESTATED CERTIFICATE

OF

LIMITED PARTNERSHIP

WHEREAS, the Hagerstown Securities Group Limited Partnership (formerly known as "Hagerstown Securities Group") was formed in accordance with the New York Limited Partnership Act on September 22, 1981, by the undersigned general and limited partners;

WHEREAS, the undersigned general and limited partners of the Hagerstown Securities Group Limited Partnership desire to amend the Certificated of Limited Partnership filed with the State of New York in order to (i) reflect an agreement by the limited partner to increase its capital contribution, (ii) restate the Certificate in its entirety in order to conform the Certificate to the provisions of §10-201 of the Maryland Limited Partnership Act, which became effective July 1, 1982, and (iii) file this restated

RECORD 12.50  
A 2846CHCK 12.50  
01984 6-19A11:06

33048041

Recorded In Error--See Limited Partnerships  
LIBER 3, FOLIO 203

- 2 -

Certificate with the Maryland State Department of Assessments and Taxation in accordance with §10-206 of the Act and thereby become governed by the Maryland Limited Partnership Act.

NOW, THEREFORE, the undersigned general and limited partners hereby state as follows:

1. The name of the partnership shall be "Hagerstown Securities Group Limited Partnership".

2. The purpose of the Partnership shall be to engage in investment banking and investment-related activities, including, but not limited to, acting as a broker-dealer and market maker in United States Government securities, United States Government agency securities, money market instruments, financial futures, equity securities, options and other interest-bearing and interest-oriented instruments. The Partnership may, in the discretion of the general partner, engage in such other fee-earning activities as portfolio management and the arrangement of financing for corporations or other entities.

3. The principal place of business of the Partnership shall be Early's Industrial Park, Hagerstown, Maryland, 21740. The name of the resident agent is Sidney Metzner, Early's Industrial Park, Hagerstown, Maryland, 21740.

4. (a) The name and address of the general partner is as follows:

<u>Name</u>	<u>Place of Residence</u>
Conservit Securities Corporation	Early's Industrial Park Hagerstown, Maryland 21740

(b) The name and address of the limited partner is as follows:

<u>Name</u>	<u>Place of Residence</u>
M & S Partners	Early's Industrial Park Hagerstown, Maryland 21740

5. The general partner, Conservit Securities Corporation, has contributed \$200,000 in cash. M & S

Partners, the limited partner, has contributed \$9,500 in cash. In addition, the limited partner has agreed to contribute, if necessary, up to \$1,500,000 in cash in order to satisfy recourse liabilities entered into by the Partnership for which the limited partner has agreed to be personally liable.

6. The additional capital contribution agreed to by the limited partner shall be made within thirty days after receipt of written notice from the general partner that such a contribution is necessary to satisfy recourse liabilities of the limited partner.

7. A limited partner may substitute an assignee in his place only if (a) the substituted limited partner furnishes to the general partner an acceptance of the Partnership agreement and such other documents as the general partner may reasonably request, (b) in the opinion of counsel for the Partnership, such sale, assignment, exchange or transfer does not violate any provision of any federal or state securities law or comparable law or jeopardize the status of the Partnership as a limited partnership for purposes of the Internal Revenue Code of 1954, as

- 5 -

amended, or the corresponding provisions of any succeeding federal internal revenue law, and (c) the substituted limited partner pays such reasonable expenses as the Partnership may incur in connection with the substituted limited partner's admission to the Partnership.

8. None.

9. None.

10. The general partner is authorized to distribute funds, in its sole discretion, up to an amount equal to the excess, if any, of the (i) net cash received by the Partnership from all sources during its accounting period plus an amount equal to all amounts available for distribution in prior accounting periods, but not actually distributed, over (ii) all cash payments made by the Partnership during its accounting period.

11. The Partnership shall continue until at least October 31, 1984, unless sooner terminated in accordance with the provisions of the Limited

Partnership Agreement of the Partnership dated as of September 22, 1981.

12. None; however, in the event of the insolvency, dissolution, removal, or withdrawal of the general partner of the Partnership, the limited partner may continue the Partnership by consenting in writing within 60 days of such event to continue the Partnership and to elect a successor general partner within such 60-day period.

IN WITNESS WHEREOF, the undersigned have executed this certificate on October 29, 1983.

GENERAL PARTNER:

WITNESS:

CONSERVIT SECURITIES CORPORATION

Wicki Green

By:

*Robert J. Whitener*

President

LIMITED PARTNER:

WITNESS:

M & S PARTNERS

Vicki Green

By: *[Signature]*

A General Partner



## AMENDED ARTICLES OF INCORPORATION

OF

## BASEBALL AND SPORTS ASSOCIATES, INC.

RECORD 5.00  
A 2847CHCK 5.00  
01984 6-19A11:07

Received For Record June 19, 1984 at 11:07 a.m. Liber 33

FIRST: I, Nathaniel E. Jones, Jr., whose post office address is Miles & Stockbridge, 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation is Baseball and Sports Associates, Inc. (the "Corporation").

THIRD: The purposes for which the Corporation is formed are to run and operate professional sports franchises and related activities, and to engage in any other lawful business which the Board of Directors may authorize. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is 1060 Crestwood Drive, Hagerstown, Maryland 21740. The name and address of the resident agent are Terry L. Randall, 1060 Crestwood Drive, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.00.

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SIXTH: The number of Directors of the Corporation shall be five, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Terry L. Randall, Hugh H. Schindel, J. Alvin Massey, Robert L. Harrell and Jerry Harrell.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Amended Articles of Incorporation to be my act this 6th day of September, 1983.

Nathaniel E Jones  
Nathaniel E. Jones, Jr.

AMENDED ARTICLES OF INCORPORATION  
OF  
BASEBALL AND SPORTS ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 7, 1983 at 2:15 o'clock p M. as in conformity  
with law and ordered recorded. EFFECTIVE DATE: September 1, 1983 at 9:13 AM

Recorded in Liber 2617, folio (3539), one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Johnson*



A 150248

Received For Record June 19, 1984 at 11:07 a.m. Liber 33

Id-Ego, Inc.  
ARTICLES OF INCORPORATION

RECORD 5.00  
A 2848CHCK 5.00  
01984 6-19A11:07

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Id-Ego, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of development, marketing and promotion of retail and other merchandise; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 410 Spring Hill Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is David L. Handler, 410 Spring Hill Drive, ✓ Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until their successors are duly chosen and qualified is:

David L. Handler

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of November, 1983, and I acknowledge the same to be my voluntary act and deed.

*David Schlossberg*  
Witness

*Roger Schlossberg* (SEAL)  
Roger Schlossberg

ARTICLES OF INCORPORATION  
OF  
ID-EGO, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 2, 1983 at 10:48 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2622, folio 002180, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*P. B. Robinson*



A 151153

ARTICLES OF INCORPORATION

MARYLAND ENERGY MANAGEMENT, INC.

RECORD 5.00  
A 2849CHCK 5.00  
01984 6-19A11:08

FIRST: I, Grace A. Swartz, whose post office address is Route #2, Box 231-E, Williamsport, Maryland, 21795 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is MARYLAND ENERGY MANAGEMENT, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To distribute energy management systems; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route #2, Box 231-E, Williamsport, Maryland, 21795. The name and post office address of the Resident Agent of the Corporation in this State is Gary L. Swartz, Route #2, Box 231-E, Williamsport, Maryland, 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of no par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1) except that

(1) If there is not stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Gary L. Swartz and Grace A. Swartz.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities

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convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii)

an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of November, 1983, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Jarrow

Grace A. Swartz  
Grace A. Swartz

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 14th day of November, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Grace A. Swartz and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Eunice C. Jarrow  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
MARYLAND ENERGY MANAGEMENT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 21, 1983 at 8:42 o'clock AM. as in conformity  
with law and ordered recorded.

Recorded in Liber 2619, folio 2762, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Oleson



A 150669

ARTICLES OF INCORPORATION  
OF  
SUPERIOR EQUIPMENT COMPANY, INC.

RECORD 5.00  
A 2850CHCK 5.00  
01984 6-19A11:08

FIRST: I, RICHARD F. CADIGAN, whose post office address is 609 Bosley Avenue, Towson, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter referred to as "CORPORATION") is:

"SUPERIOR EQUIPMENT COMPANY, INC."

THIRD: The purposes for which the Corporation is formed and the business or objectives to be carried on or promoted by it are as follows:

A. To sell, lease, repair and otherwise deal in construction equipment and attendant supplies and parts, as well as all other types of equipment including, but not limited to, machinery designed and used for construction purposes, logging purposes, mining purposes and any and all other industrial and commercial uses that the state of the art now allows or which may in the future allow.

B. The Corporation shall have the right to buy, sell, rent, lease, acquire, hold, own, use, improve, mortgage, change or otherwise dispose of real property, improved and unimproved, and to engage in such other lawful trades, businesses, professions or activities as the Board of Directors may from time to time determine.

C. The Corporation shall have all the general powers granted by law to corporations in the State of Maryland by authority of Section 2-103 "Corporations and Associations" of the Annotated Code of the State of Maryland and any additions

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or amendments or changes provided to said Section 2-103, and all other powers necessary or appropriate to such purposes not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation is: 108 East Baltimore Street, Funkstown, Maryland 21734. The name and address of the Resident Agent is: Richard F. Cadigan, 609 Bosley Avenue, Towson, (Baltimore County), Maryland 21204; said Resident Agent is a citizen of and actually resides in the State of Maryland.

FIFTH: The total number of shares are 10,000 shares of no par value, voting common stock.

SIXTH: The number of directors of the Corporation shall be two (2) which number may be increased pursuant to the By-Laws of the Corporation but shall never be less than the number of stockholders as is more particularly set forth in Section 2-402 of the Annotated Code of the State of Maryland "Corporations and Associations"; otherwise, the Corporation shall have at least three (3) directors. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

HOWARD J. KLEIN, JR.

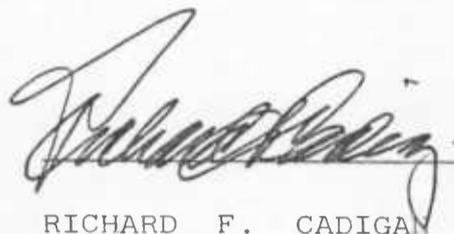
DANA MCGEE

SEVENTH: The Corporation shall be specifically empowered to indemnify any acts of the Directors when such Directors are acting on behalf of the Corporation, if so determined from time to time by the majority of vote of the stockholders, provided that the Corporation complies with all of the requirements of Section 2-418 of the Annotated Code of Maryland "Corporations and Associations" and any additions or amendments or changes provided to said Section of the Code.

IN WITNESS WHEREOF, I hereby acknowledge these Articles  
of Incorporation be my act this 18<sup>th</sup> day of November, 1983.

WITNESS:

Marsha E. Benwanger

 (SEAL)  
RICHARD F. CADIGAN

ARTICLES OF INCORPORATION  
OF  
SUPERIOR EQUIPMENT COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 21, 1983 at 10:20 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2619, folio 2887, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gal B. Robinson



A 150690

DENNIS ELECTRIC, INC.  
ARTICLES OF AMENDMENT

RECORD 5.00  
A 2851CHCK 5.00  
01984 6-19A11:09

Received For Record June 19, 1984 at 11:09 a.m. liber 33

Dennis Electric, Inc., a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article 2 and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:

D & P Electrical Service, Inc.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held November 4, 1983, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said Amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held on November 4, 1983.

THIRD: Notice setting forth the said amendment of Charter and stating that a purpose of the meeting of the Stockholders would be to take action thereon, was given as required by law, to all stockholders of the Corporation entitled to vote thereon. The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of Dennis Electric, Inc., who

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executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature  
and Corporate Seal:

DENNIS ELECTRIC, INC.

Adelaide H. Misal

Secretary

By Dennis A. Misal  
Dennis A. Misal  
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-wit:

I HEREBY CERTIFY that on this 16th day of November, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Dennis A. Misal, President of Dennis Electric, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and official notarial seal the day and  
year last above written.

*La Rhonda Sue Juss*  
Notary Public

My Commission Expires:  
1 July 1986



ARTICLES OF AMENDMENT

OF

DENNIS ELECTRIC, INC.

Changing its name to:

D & P ELECTRICAL SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 21, 1983 at 8:45 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2619, folio 3094, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Anderson*



A 150722

Received For Record June 19, 1984 at 11:09 a.m. Liber 33

REGAL GEAR OF HAGERSTOWN, INC.

ARTICLES OF INCORPORATION

RECORD 5.00  
A 2852CHCK 5.00  
01984 6-19A11:0

FIRST: I, ROBERT J. JANTZEN, whose post office address is 715 N. Lovegrove Street, Baltimore, Maryland 21202, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

REGAL GEAR OF HAGERSTOWN, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of the distribution of power transmission equipment.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1863 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent in this State is Robert J. Jantzen, 715 N. Lovegrove Street, Baltimore, Maryland 21202. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased

pursuant to the Bylaws of the Corporation. The names of the directors who shall act until the first annual meeting and until their successors are duly chosen and qualified are:

ROBERT J. JANTZEN  
WILLIAM E. D. JANTZEN  
FRANK THOMAS JANTZEN III

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights as expressly set forth in the Charter, of any outstanding stock and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all, or substantially all, of the assets of the Corporation.

(4) With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with

one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired;

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(g) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into, such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

such action shall be effective and valid if taken or approved by an affirmative vote of a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH, paragraph (4).

(5) The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to

exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH:

(1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent possible by and in accordance with the Indemnification Section.

(3) With respect to any corporation representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim,

issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 21 day of November, 1983, and I acknowledge the same to be my act.

  
 \_\_\_\_\_  
 WITNESS

  
 \_\_\_\_\_  
 ROBERT J. JANTZEN

ARTICLES OF INCORPORATION  
OF  
REGAL GEAR OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *November 23, 1983* at *10:18* o'clock *AM.* as in conformity  
with law and ordered recorded.

Recorded in Liber *2620*, folio *190*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
*5.00*

To the clerk of the *circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Johnson*



**A** 150865

2A

271 002319

RECORD 5.00  
A 2853CHCK 5.00  
01984 6-19A11:10

Received For Record June 19, 1984 at 11:10 a.m. Liber 33  
Maryland Forces Inc.

Articles of Incorporation

First: The Undersigned, Frank Clopper, 119 Bower Avenue, Hagerstown, Maryland 21740, being at least 18 years of age does hereby form a corporation under the general laws of the State of Maryland.

Second: The name of the corporation is Maryland Forces, Incorporated.

Third: The purpose for which the corporation is formed is to provide historical exhibitions of a military nature utilizing such clothing and equipment as needed.

✓ Fourth: The post office address of the principal office of the corporation in Maryland is 119 Bower Avenue, Hagerstown, Maryland 21740. The name and address of the principal agent is Frank Clopper, 119 Bower Avenue, Hagerstown, Maryland 21740.

Fifth: The corporation shall not be authorized to issue capital stock.

Sixth: The number of directors of the Corporation shall be three, which number may be increased or decreased, pursuant to the by laws of the corporation. The names of the directors who shall act until the first meeting or until the successors are duly chosen and qualified are:

- Philip Woodbury, 107 North Avenue, Hagerstown, Maryland 21740
- David Moore, Route 2, Indian Springs Road, Clear Springs, Maryland 21722
- Michael Pratt c/o Fort Frederick State Park, Big Pool, Maryland 21711

Seventh: The following provisions are hereby adopted for the purpose of defining and regulating the powers of the corporation and of the directors and members.

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Such corporation is empowered to purchase, rent, or lease such equipment and clothing as is necessary to historical exhibitions. This includes vans, vehicles, clothing, arms, and other related necessities.

Eighth: The duration of the Corporation shall be perpetual.

In witness thereof, I have signed these articles of incorporation on November 12, 1983 and acknowledge the same to be mine.



Frank Clopper

ARTICLES OF INCORPORATION  
OF  
MARYLAND FORCES, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 1, 1983 at 10:17 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2622, folio 002318, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gal B. Robinson



A 151125

Received For Record June 19, 1984 at 11:11 a.m. Liber 33

RECORD 5.00  
A 2854CHCK 5.00  
01984 6-19A11:11

Kid-Ego, Inc.  
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Kid-Ego, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of development, marketing and promotion of retail and other merchandise; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 410 Spring Hill Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is David L. Handler, 410 Spring Hill Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until their successors are duly chosen and qualified is:

David L. Handler

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of November, 1983, and I acknowledge the same to be my voluntary act and deed.

Henry Schlossberg  
Witness

Roger Schlossberg (SEAL.)  
Roger Schlossberg

ARTICLES OF INCORPORATION

OF

KID-EGO, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 2, 1983 at 10:48 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2622, folio 002176, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature: Paul B. Anderson]



A 151152

THE WASHINGTON COUNTY HISTORICAL SOCIETY, INCORPORATED

ARTICLES OF AMENDMENT

RECORD 5.00  
A 2855CHCK 5.00  
01984 6-19A11:11

The Washington County Historical Society, Incorporated, a Maryland Corporation having its principal office in Hagerstown, Washington County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended by striking out Section 6 of the Articles of Incorporation and by inserting in lieu thereof the following:

Section 6 - The administrative affairs of the Society shall be governed by eighteen (18) of its active members - to be known as the "Board of Directors," a majority of whom shall constitute a quorum. Of these six shall be elected each yer to serve for a term of three (3) years. Nominations shall be made by a nominating committee of not less than three (3) persons appointed by the President and/or from the floor. In case of a vacancy occurring in the Board of Directors, the Board shall have the power to fill the vacancy.

The names of the Directors as now elected and serving, and who will continue to be serving until their successors are elected, all of whom are citizens of the State of Maryland, and actually reside there in are:

- 1. Mr. Douglas Bast, 113 N. Main Street, Boonsboro, MD 21713.
- 2. Miss Catherine Beachley, 165 S. Prospect Street, Hagerstown, MD 21740.

33118012

- 3. Mrs. Robert T. Clark, 1018 The Terrace, Hagerstown, MD 21740.
- 4. Mrs. Victor Cushwa, Box 406, Cloverton, Williamsport, MD 21795.
- 5. Mr. Ralph Donnelly, Sunshine Hill, Hancock, MD 21750.
- 6. Mr. Vincent Groh, 51 Tammany Lane, Williamsport, MD 21795.
- 7. Mrs. Richard Hershey, Rose Hill, Williamsport, MD 21795.
- 8. Mrs. Harvey H. Heyser, 1118 Oak Hill Avenue, Hagerstown, MD 21740.
- 9. Mr. Charles D. Lyon, 941 Forest Drive, Hagerstown, MD 21740.
- 10. Col. Henry Miller, 2 Greenbrier Circle, Hagerstown, MD 21740.
- 11. Mrs. Victor D. Miller, III, 1615 Laurant Road, Hagerstown, MD 21740.
- 12. Mrs. Edson Moody, Route 3, Box 163, Hagerstown, MD 21740.
- 13. Mrs. W. H. Needy, 11 Roessner Avenue, Hagerstown, MD 21740.
- 14. Mr. Theron Rinehart, 819 Forest Drive, Hagerstown, MD 21740.
- 15. Mr. John Shank, Box 381, Rt. 1, Boonsboro, MD 21713.
- 16. Mr. Dennis Warrenfeltz, Rt. 2, Boonsboro, MD 21713.
- 17. Mrs. William Wellman, 21 Peachtree Lane, Williamsport, MD 21795.
- 18. Mr. William P. Young, Jr., 900 The Terrace, Hagerstown, MD 21740.

SECOND: The Charter of the Corporation is hereby amended by substituting:

Section 7 - The said Corporation's Resident Agent in the State of Maryland will be William P. Young, Jr., whose post

office address is 900 The Terrace, Hagerstown, Maryland 21740, being of full legal age, and a citizen and actual resident of Washington County, State of Maryland.

IN WITNESS WHEREOF, The Washington County Historical Society, Incorporated, has caused these presents to be signed in its name and on its behalf by its President, and its Corporate Seal to be hereunto affixed and attested by its secretary, this 27th day of October 1983.

THE WASHINGTON COUNTY HISTORICAL  
SOCIETY, INCORPORATED

By *Ralph H. Donnelly*  
Ralph H. Donnelly, President

ATTEST:

*Marge Peters*  
Marge Peters, Secretary

The Board of Directors of the Corporation at a meeting of said Corporation duly convened and held on 22 September, 1983, adopted a resolution in which was set forth the foregoing Amendments to Charter, declaring said amendments advisable and directed that they be submitted to the Annual meeting of the membership which was held on the 27th day of October 1983.

Notice setting forth the said amendments to the said Charter, at the Annual meeting of the Membership was given as required by law.

The amendments to the Charter as hereinbefore set forth were approved by the members of the Corporation present at the Annual Meeting of the Corporation by the affirmative unanimous vote.

IN WITNESS WHEREOF, The Washington County Historical Society, Incorporated, has caused these presents to be signed in its name and on its behalf by its President, and its Corporate Seal to be hereunto affixed and attested by its secretary, this 27th day of October 1983.

THE WASHINGTON COUNTY HISTORICAL SOCIETY, INCORPORATED

By *Ralph H. Donnelly*  
Ralph H. Donnelly, President

ATTEST:

*Marge Peters*  
Marge Peters, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to -wit:

I HEREBY CERTIFY, that on this *28<sup>th</sup>* day of *October*, A.D., 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Ralph H. Donnelly, President of The Washington County Historical Society, Incorporated, a Maryland corporation and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Marge Peters, and made oath in due form of law that she was the secretary of the meeting at which the Amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of their knowledge, information and belief.

WASHINGTON COUNTY HISTORICAL SOCIETY  
LIBRARY RECORDS  
1983

WITNESS my hand and Official Notarial Seal, the day and year last above written.

*William J. Young*  
Notary Public

A circular notary seal is partially visible to the right of the signature. The text within the seal is partially obscured but appears to include "NOTARY PUBLIC" and "WILLIAM J. YOUNG".

My Commission Expires:  
1 July 1986

ARTICLES OF AMENDMENT  
OF  
THE WASHINGTON COUNTY HISTORICAL SOCIETY, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 7, 1983 at 8:57 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2617, folio 3661, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Robinson*



A 150285

Received For Record June 19, 1984 at 11:12a. m. Liber 33

RECORD 5.00  
A 2856CHCK 5.00  
01984 6-19A11:12

HUB CITY METALS, INC.

ARTICLES OF REVIVAL

Hub City Metals, Inc., a Maryland corporation having its principal office in Hagerstown, Washington County, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was Hub City Metals, Inc.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be Hub City Metals, Inc., which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is Route 9, Box 95, Hagerstown, Maryland 21740. Said principal office is located in Washington County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland are Rosalie L. Turner, Route 9, Box 95, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which could have been required to be filed by the Corporation if its Charter had not been forfeited; and

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(b) Paid all state and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 8<sup>th</sup> day of Sept., 1983.

ATTEST:

HUB CITY METALS, INC.

*Norma Jean Malott*  
Norma Jean Malott  
Last Acting Secretary

BY: *Rosalie L. Turner*  
Rosalie L. Turner  
Last Acting President

The undersigned, the last acting President and Secretary of Hub City Metals, Inc., who executed on behalf of the said Corporation the foregoing Articles of Revival, of which the certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

*Rosalie L. Turner*  
Rosalie L. Turner  
Last Acting President

*Norma Jean Malott*  
Norma Jean Malott  
Last Acting Secretary

SEAL

ARTICLES OF REVIVAL  
OF  
HUB CITY METALS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 10, 1983 at 9:58 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2618, folio 1266, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00  
5.00

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Robinson*



A 150473

RECORD 2.50  
A 2857CHCK 2.50  
01984 6-19A11:12

TRUSTEES OF MOUNT NEBO OF THE UNITED BRETHREN IN  
CHRIST AT BOONSBORO, WASHINGTON COUNTY, MARYLAND

ARTICLES OF AMENDMENT TO CHANGE NAME

The Trustees of Mount Nebo of the United Brethren in Christ at Boonsboro, Washington County, Maryland, having its principal office at 134 South Main Street, Boonsboro, Maryland 21713, Washington County, Maryland, (hereinafter referred to as the "Corporation") hereby certify to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation granted on July 31, 1858 and of record at Incorporation Record Liber 1, folio 73 among the records in the Office of the Clerk of the Circuit Court for Washington County, Maryland, is hereby amended to change the name of the Corporation, and from and after the date of acceptance of these Articles of Amendment by the Department, said Article First is hereby deleted in its entirety and in substitution thereof the following shall constitute Article First:

ARTICLE FIRST: The name of the Corporation is Mount Nebo United Methodist Church.

The post office address of the principal office of the Corporation in this State is 134 South Main Street, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the Corporation is Joseph P. Greeley, Route #3, Box 433, Boonsboro, Maryland 21713.

SECOND: That the Board of Trustees of the Corporation at a meeting duly convened and held on January 3, 1983, duly advised the Amendment of the Charter of the Corporation hereinabove set forth by passing a Resolution declaring that said Amendment is advisable and calling a meeting of the Congregation to take action thereon and named Joseph P. Greeley and Jeffery W. Palm to sign and acknowledge the Amendment on behalf of the Corporation.

THIRD: That the meeting of the Congregation of the Corporation, called by the Board of Trustees of the Corporation as aforesaid and duly warned in the manner provided by law, was held at Boonsboro, Maryland, on March 20, 1983, and at said meeting the Congregation by a majority of those present and entitled to vote, duly adopted the amendment of the Charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, the Trustees of Mount Nebo of the United Brethren in Christ at Boonsboro, Washington County, Maryland, has caused its corporate name to be signed by Joseph P.

Page 2 of 4

Greeley, President; Jeffery W. Palm, Secretary; and Charles F. Kauffman, Thomas Cruse, Roger L. Shoemaker and Roger B. Giles, constituting a majority of the Trustees; who acknowledged this Amendment to be the act and deed of said Corporation this 3rd day of November, A.D., 1983.

TRUSTEES OF MOUNT NEBO OF THE UNITED BRETHREN IN CHRIST AT BOONSBORO, WASHINGTON COUNTY, MARYLAND

BY: Joseph P. Greeley (SEAL)  
Joseph P. Greeley, President

BY: Jeffery W. Palm (SEAL)  
Jeffery W. Palm, Secretary

Charles F. Kauffman, Jr.  
Charles F. Kauffman, Jr.

Edgar A. Green  
Edgar A. Green

Thomas Cruse  
Thomas Cruse

Paul D. Kline  
Paul D. Kline

Roger L. Shoemaker  
Roger L. Shoemaker

Roger B. Giles  
Roger B. Giles

WITNESS AS TO ALL SIGNATURES:

Brenda Lea Keefer (SEAL)

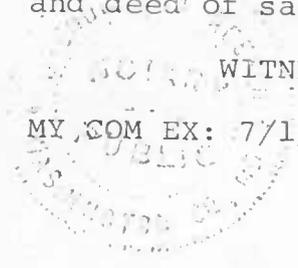
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3rd day of November, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JOSEPH P. GREELEY, President of the Trustees of Mount Nebo of the United Brethren in Christ at Boonsboro, Washington County, Maryland, and acknowledged the foregoing Articles of Amendment to Change Name to be the act and deed of said Corporation.

WITNESS my hand and Official Notarial Seal.

MY COM EX: 7/1/86

Brenda Lea Keefer  
Brenda Lea Keefer, Notary Public



Page 3 of 4

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3<sup>rd</sup> day of November, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JEFFERY W. PALM, Secretary of the Trustees of Mount Nebo of the United Brethren in Christ at Boonsboro, Washington County, Maryland, and acknowledged the foregoing Articles of Amendment to Change Name to be the act and deed of said Corporation.

WITNESS my hand and Official Notarial Seal.

MY COM EX: 7/1/86

Brenda Lea Keefer  
Brenda Lea Keefer, Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3<sup>rd</sup> day of November, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared CHARLES F. KAUFFMAN, one of the Trustees of Mount Nebo of the United Brethren in Christ at Boonsboro, Washington County, Maryland, and acknowledged the foregoing Articles of Amendment to Change Name to be the act and deed of said Corporation.

WITNESS my hand and Official Notarial Seal.

MY COM EX: 7/1/86

Brenda Lea Keefer  
Brenda Lea Keefer, Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3<sup>rd</sup> day of November, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared THOMAS KRUSE, one of the Trustees of Mount Nebo of the United Brethren in Christ at Boonsboro, Washington County, Maryland, and acknowledged the foregoing Articles of Amendment to Change Name to be the act and deed of said Corporation.

WITNESS my hand and Official Notarial Seal.

MY COM EX: 7/1/86

Brenda Lea Keefer  
Brenda Lea Keefer, Notary Public

Page 4 of 4

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3rd day of November, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ROGER L. SHOEMAKER, one of the Trustees of Mount Nebo of the United Brethren in Christ at Boonsboro, Washington County, Maryland, and acknowledged the foregoing Articles of Amendment to Change of Name to be the act and deed of said Corporation.

WITNESS my hand and Official Notarial Seal.

MY COM EX: 7/1/86

Brenda Lea Keefer  
Brenda Lea Keefer, Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3rd day of November, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ROGER B. GILES, one of the Trustees of Mount Nebo of the United Brethren in Christ at Boonsboro, Washington County, Maryland, and acknowledged the foregoing Articles of Amendment to Change of Name to be the act and deed of said Corporation.

WITNESS my hand and Official Notarial Seal.

MY COM EX: 7/1/86

Brenda Lea Keefer  
Brenda Lea Keefer, Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3rd day of November, A.D., 198e, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared EDGAR A. GREEN and PAUL D. KLINE, two of the Trustees of Mount Nebo of the United Brethren in Christ at Boonsboro, Washington County, Maryland, and acknowledged the foregoing Articles of Amendment to Change of Name to be their respective voluntary act and deed of said Corporation.

WITNESS my hand and Official Notarial Seal.

MY COM EX: 7/1/86

Brenda Lea Keefer  
Brenda Lea Keefer, Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, under the penalties of perjury, that the undersigned Trustee of the congregation of the Corporation presided at the meeting of the congregation of the Trustees of Mount Nebo of the United Brethren in Christ at Boonsboro, Washington County, Maryland, held at the Church on March 20, 1983, called by the Board of Trustees and duly warned in the manner provided by law and the By-Laws of the corporation;

That a quorum of its members were present at the meeting and a majority of those present adopted the Amendment of the Charter for the change of name of the Corporation proposed and recommended by a Resolution of the Trustees adopted at its meeting on January 3, 1983.

WITNESS my hand and seal this 3rd day of November, A.D., 1983.

WITNESS:

Brenda Lea Keefer

Joseph P. Greeley (SEAL)  
Joseph P. Greeley

Subscribed and sworn to before me, a Notary Public, this 3rd day of November, A.D., 1983.

Brenda Lea Keefer  
Brenda Lea Keefer, Notary Public

MY COM EX: 7/1/86

OF

TRUSTEES OF MOUNT NEBO OF THE UNITED BRETHREN IN CHRIST AT BOONSBORO,  
WASHINGTON COUNTY, MARYLAND

Changing its name to:

MOUNT NEBO UNITED METHODIST CHURCH

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 7, 1983 at 10:54 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2618, folio 258, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 10.00 Special Fee paid \$ \_\_\_\_\_  
2.50

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Johnson*



A 150273

Received For Record June 19, 1984 at 11:14 a.m. Liber 33

THE HANCOCK REALTY CORPORATION

ARTICLE OF VOLUNTARY DISSOLUTION

THE HANCOCK REALTY CORPORATION, a Maryland Corporation, having its principal office in Hancock, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 23 West High Street, Hancock, Maryland 21750.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are completed is Lawrence H. Gerber, 23 West High Street, Hancock, Maryland 21750.

FOURTH: The name and address of each director of the Corporation is as follows:

Lawrence H. Gerber  
23 West High Street  
Hancock, Maryland 21750

Adele H. Gerber  
23 West High Street  
Hancock, Maryland 21750

Regina E. Heller  
18 West High Street  
Hancock, Maryland 21750

Arthur White  
121 West Main Street  
Hancock, Maryland 21750

Daniel R. Fleming  
1 Tonolaway Street  
Hancock, Maryland 21750

RECORD 5.00  
A 2858CHCK 5.00  
D1984 6-19A11:14

FIFTH: The name, title and address of each officer of the Corporation is as follows:

PRESIDENT: Lawrence H. Gerber  
23 West High Street  
Hancock, Maryland 21750

VICE PRESIDENT: Regina E. Heller  
18 West High Street  
Hancock, Maryland 21750

SECRETARY-TREASURER: Adele H. Gerber  
23 West High Street  
Hancock, Maryland 21750

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SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable. There is no stock outstanding or subscribed for entitled to vote on said dissolution.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407 (c) (2) of the Corporations and Association Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

THE

IN WITNESS WHEREOF, HANCOCK REALTY CORPORATION has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 13th day of April, 1983, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of THE HANCOCK REALTY CORPORATION and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

THE HANCOCK REALTY CORPORATION

by

Secretary: Adele H. Gerber

Lawrence H. Gerber, President



J. PH CHURLA, JR.  
ATTORNEY AT LAW  
208 N. POTOMAC ST.  
BAGGERSTOWN, MD 21740  
(301) 780-1580



STATE OF MARYLAND  
 COMPTROLLER OF THE TREASURY  
 STATE TREASURY BUILDING  
 P.O. BOX 466      PHONE (301)-269-3814  
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
 COMPTROLLER

J. BASIL WISNER  
 CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
 ARNOLD G. HOLZ, C.P.A.  
 DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by  
 Hancock Realty Corporation

have been paid.

WITNESS my hand and official seal this

7th day of July      A.D. 1983.

*Patricia A. McNeal*

DEPUTY COMPTROLLER  
 COMPTROLLER OF THE TREASURY

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION  
 of the THE HANCOCK REALTY CORPORATION

were received for record on October 28, 1983

in accordance with the provisions of Sec. 3-407 of the  
 Corporations and Associations Article of the Code.

*Gene S. Buner*

Director

ARTICLES OF DISSOLUTION  
OF  
THE HANCOCK REALTY CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 28, 1983      at      9:32      o'clock      M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2616, folio 3228, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00  
5.00

To the clerk of the      circuit      Court of      Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Robinson*



**A** 149697

Received For Record JUNE 19, 1984 at 11:14 a.m. Liber 33  
ARTICLES OF INCORPORATION

A NONSTOCK CORPORATION UNDER TITLE FIVE

WASHINGTON COUNTY PARTNERS IN ACADEMIC & CREATIVE EXCELLENCE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Linda E. Wigfield, whose Post Office address is Route 1, Box 357, Big Spring, Maryland 21722; Sarah Jane Cline, whose Post Office address is 124 Manse Road, Hagerstown, Maryland 21740; and Charles F. Wagaman, Jr., whose Post Office address is 600 Maryland National Bank Building, Hagerstown, Maryland 21740, each of whom are at least eighteen (18) years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intention of forming a Nonstock corporation pursuant to the Corporations and Associations Article, Title Five of the Annotated Code of Maryland as amended.

RECORD 5.00  
A 2859CHCK 5.00  
01984 6-19A11:14

SECOND: That the name of the Corporation is:

WASHINGTON COUNTY PARTNERS IN ACADEMIC & CREATIVE EXCELLENCE, INC.

THIRD: The corporation shall be a Nonstock corporation as authorized by Subtitle Two of Title Five of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: That the purpose for which the Corporation is formed and the business or objects to be carried out or promoted by it are as follows:

A. Said Corporation is organized as an educational organization connected with education of youths and adults, the cultivation of academic and creative interests and pursuits and other activities that are permitted to such an organization under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). All of the powers hereinafter enumerated are subject to and restricted by any requirements of Federal law.

1. For exercising all or any of the general powers conferred upon corporations by the General Laws of Maryland as now existing and any

CHARLES F. WAGAMAN, JR.  
ATTORNEY AT LAW  
WEST WASHINGTON ST.  
HAGERSTOWN, MD 21740

33088200

and all amendments thereto hereafter made and without in any way limiting the right to exercise such general powers and in addition thereto;

2. To work for solutions to problems of the public educational system by the use of the recognized advantages of organized activity, including, but not limited to, an educational fair or exposition to the end that those engaged in the various branches of education in Washington County, Maryland and neighboring areas may have an opportunity to display their expertise, knowledge and happiness in their chosen work; to advance the social, economic and educational interests of those engaged in the various branches of education; to assist persons interested in the pursuit of education in the accomplishment of their aims and desires; and to cooperate with federal, state, and local government agencies to secure these ends.

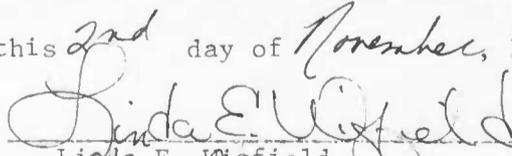
FIFTH: The Post Office address of the principal office of this corporation is Route 5, Box 409-S, Hagerstown, Maryland 21740. The resident agent of this corporation is Charles F. Wagaman, Jr., whose Post Office address is 600 Maryland National Bank Building, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

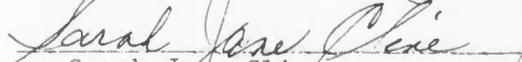
SIXTH: The corporation has no authority to issue stock of any kind, nature or description whatsoever.

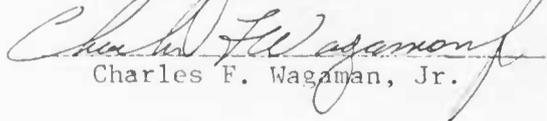
SEVENTH: The number of Directors of the corporation shall be seven (7), which number may be increased pursuant to the By-Laws of the corporation. The names of the Directors who shall act as such until the first annual organizational meeting or until their successors are duly chosen and qualified are: Albert J. Strauss, Jr., Mary M. Strauss, Kathay Parker, Roland Kline, Jackie Givens, Rayella Schindel and Charles F. Wagaman, Jr.

EIGHTH: The charter of this corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledge the same to be our act on this 2<sup>nd</sup> day of November, 1983.

  
Linda E. Wigfield

  
Sarah Jane Cline

  
Charles F. Wagaman, Jr.

ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY PARTNERS IN ACADEMIC & CREATIVE EXCELLENCE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 4, 1983 at 10:53 o'clock AM. as in conformity with law and ordered recorded.

Recorded in Liber 2617, folio 3 1558, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Robinson



A 149911

2211  
299

Received For Record June 19, 1984 at 11:15 a.m. Liber 33

ARTICLES OF INCORPORATION

FOR

FOUR SEASONS FLORIST, INC.

RECORD 5.00  
A 2860CHCK 5.00  
01984 6-19A 11:15

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is Four Seasons Florist, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are as follows:

- (a) To engage in the business of the sale of flowers, plants and gifts.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that

LAW OFFICES RICHARD W. LAURICELLA

7 1030

33118250

the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of the Corporation.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforesaid enumeration of the purposes, objects and the business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation in this State is Holiday Acres Shopping Center, Smithsburg, Maryland 21783. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

LAW OFFICES RICHARD W. LAURICELLA

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SEVENTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be Sharon A. Tibbs.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of November, 1983.  
WITNESS:

*Richard W. Lauricella*  
Richard W. Lauricella

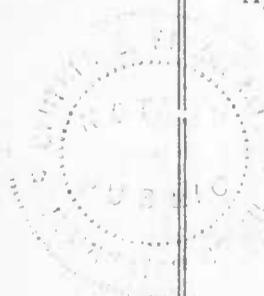
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 3rd day of November, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:  
July 1, 1986

*Cynthia Fitzgerald*  
Notary Public



ARTICLES OF INCORPORATION  
OF  
FOUR SEASONS FLORIST, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 7, 1983 at 10:30 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2617, folio 5 2210, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Paul B. Robinson



A 150026

Received For Record June 19, 1984 at 11:16 a.m. Liber 33

ARTICLES OF INCORPORATION  
OF

RECORD 5.00  
A 2861CHCK 5.00  
01984 6-19A11:16

THE LUJENSUE FOUNDATION, INC.

FIRST: I, Donald R. Mering, whose post office address is 10 Light Street, Baltimore, Maryland, being at least 18 years of age, hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation is The Lujensue Foundation, Inc. (the "Corporation").

THIRD: (a) The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the

corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational, charitable, scientific and religious purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

(1) To make grants to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(2) To engage in such other charitable, educational, religious and scientific activities as are authorized by the Board of Directors and are permissible for corporations exempt from Federal income tax under Section

501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and for corporations, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The address of the principal office of the Corporation is 1060 Crestwood Drive, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation is Donald R. Mering, 10 Light Street, Baltimore, Maryland 21202.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

SIXTH: The number of Directors of the Corporation shall be six, until changed as provided by the By-Laws of the Corporation. The name of those who will serve as the Directors until the first annual meeting of the members of the Corporation and until their successors are elected and qualify are Lucille E. Fry, Jean F. Shaulis, Fred S. Shaulis, Terry L. Randall, Louis W. Hargrave and Donald R. Mering.

SEVENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the

Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

I acknowledge these Articles of Incorporation to be my act this 8<sup>th</sup> day of November, 1983.

Donald R. Mowery

ARTICLES OF INCORPORATION  
OF  
THE LUJENSUE FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *November 8, 1983* at *11:16* o'clock *A M.* as in conformity  
with law and ordered recorded.

Recorded in Liber *2617*, folio *6*  
*2881*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ *20.00* Recording fee paid \$ *20.00* Special Fee paid \$ \_\_\_\_\_  
*5.00*

To the clerk of the *circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Johnson*



**A** 150132

Received For Record June 19, 1984 at 11:17 a.m. Liber 33

RECORD 5.00  
A 2862CHCK 5.00  
01984 6-19A11:17

ARTICLES OF INCORPORATION

STATE OF MARYLAND

OF

**CARINI PIZZA & RESTAURANT, INC.**

I the undersigned, being a natural person and of full age do hereby organize a Corporation pursuant to the provisions of the Maryland Business Corporation Law, and do hereby certify and set forth as follows:

- FIRST:** The name of the Corporation is **CARINI PIZZA & RESTAURANT, INC.**
- SECOND:** The purpose or purposes for which the corporation is formed is:  
To own and operate a restaurant, and to do any and all things necessary to the conduct of such business.
- THIRD:** The aggregate number of shares which the corporation shall have authority to issue is **5000** shares, all of which shall be without par value.
- FOURTH:** The initial principal office within the State of Maryland will be **Valley Mall Shopping Center, <sup>Hagerstown</sup> Washington County, Maryland, 21740**  
The Resident Agent of the Corporation and his address will be **Theodore Kligman, Esq., 401 Kimblewick Drive, Silver Spring, Maryland 20904.**
- FIFTH:** The number of directors constituting the initial Board of Directors of the Corporation is **Two**. The name and address of each person who is to serve as a director until the first annual

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meeting of shareholders, or until a successor is elected and shall qualify, is as follows:

<u>Name</u>	<u>Address</u>
Gino Picone	Valley Mall Shopping Center Washington County, Maryland
Rose Picone	Valley Mall Shopping Center Washington County, Maryland

SIXTH: The name and address of the incorporator is as follows:

Jean M. Sherett	62 White Street New York, New York 10013
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IN WITNESS WHEREOF, I hereunto sign my name, this 7th day of November, 1983, and acknowledge the same to be my act.

  
Jean M. Sherett

ARTICLES OF INCORPORATION  
OF  
CARINI PIZZA & RESTAURANT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *November 9, 1983* at *10:00* o'clock *AM.* as in conformity  
with law and ordered recorded.

Recorded in Liber *2617*, folio *3034*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
*5.00*

To the clerk of the *circuit* Court of *Washington, County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Ashman*



**A** 150160

RECORD 5.00  
A 2863CHCK 5.00  
01984 6-19A11:1

HUB CITY METALS, INC.

ARTICLES OF TRANSFER

ARTICLES OF TRANSFER entered into this 19<sup>th</sup> day of OCTOBER, 1983, by and between Hub City Metals, Inc., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor"), and Robert H. Bricker, Jr. and Lawrence A. Clopper, both of Washington County, Maryland (hereinafter sometimes referred to as the "Transferees").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferees, their successors and assigns, as hereinafter set forth.

SECOND: The names and addresses of the Transferees are as follows:

Robert H. Bricker, Jr.  
1802 Woodburn Drive  
Hagerstown, Maryland 21740

Lawrence A. Clopper  
112 Overhill Drive  
Spring Valley  
Hagerstown, Maryland 21740

THIRD: The name and state of incorporation of the Transferor is "Hub City Metals, Inc." a Maryland Corporation.

FOURTH: The nature and the amount of the consideration to be paid by the Transferees for the property hereby transferred to them as set forth in Article Ninth herein, is One Thousand (\$1,000.00) Dollars, to be paid to Transferor in accordance with the terms and conditions of a Contract of Sale heretofore executed by and between the parties hereto, (hereinafter referred as the "Agreement"), which is incorporated by reference herein.

FIFTH: The principal office of the Transferor is located in Washington County, Maryland. The only county in which the Transferor owns property, the title to which could be effected by the recording of an instrument among the Land Records is Washington County.

SIXTH: The Directors of the Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the

proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all of the assets of Transferor as herein set forth is advisable in directing that these Articles of Transfer be submitted for action thereon by the sole stockholder of the Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Transfer was signed by the sole stockholder of the Transferor, Rosalie L. Turner, and such written informal action is filed with the minutes of the proceedings of the stockholders of the Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of the Transferor.

SEVENTH: In consideration of the payment to Transferor of the sum of One Thousand (\$1,000.00) Dollars in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferees, their heirs, successors and assigns, in fee simple, the following described parcel of unimproved real property:

All that lot or parcel of ground situate on the North side of Wellers Alley approximately 76 feet, more or less, West of North Jonathan Street in Election District No. 25, in Hagerstown, Washington County, Maryland and being more particularly described as determined from a recent survey by Fox & Associates, Inc., as follows:

Beginning at an iron pipe on the North marginal line of Wellers alley and approximately 76 feet West of North Jonathan Street, said iron pipe also being South 57 degrees 30 minutes East 8.00 feet from the Southwest corner of the lands conveyed from Albert R. Einbinder, Widowers, to Percy R. Divelbiss et ux., by deed dated December 14, 1967, and of record in Liber 464, folio 663, among the Washington County Land Records, thence with the North marginal line of Wellers Alley North 57 degrees 30 minutes West 44.00 feet to an iron pipe on said marginal line, thence leaving said marginal line and running with the lands of Irvin Turner, (L. 554, F. 376), two courses: North 32 degrees 30 minutes East 109.50 feet to an iron pipe, thence South 57 degrees 30 minutes East 36.00 feet to an iron pipe, thence leaving the Turner property and running with the lands of the Board of Trustees of the Asbury Methodist Church (L. 462, F. 117), two courses; South 32 degrees 30 minutes West 12.50 feet to an iron pipe, thence South 57 degrees 30 minutes East 8.00 feet to an iron pipe, thence leaving the Church property and crossing the lands of Percy Divelbiss by and with a new line of division South 32 degrees 30 minutes West 97.00 feet to the place of beginning;

CONTAINING 0.12 acres of land, more or less, and being the same property which was conveyed unto Hub City Metals, Inc., a Maryland Corporation, by Percy R. Divelbiss and Camilla L. Divelbiss, his wife by deed dated February 5, 1974 and recorded among the Land Records for Washington County, Maryland at Liber 573, folio 202.

EIGHTH: These Articles of Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by the Transferor, a Maryland Corporation, and the Transferees, both of whom actually reside in this State, and it is accordingly understood and agreed that these Articles of Transfer shall be construed in accordance with the Law applicable to Contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Hub City Metals, Inc. and Robert H. Bricker, Jr. and Lawrence A. Clopper have caused these Articles of Transfer to be signed and acknowledged as of this 19<sup>th</sup> day of OCTOBER, 1983.

ATTEST:

HUB CITY METALS, INC.

"SEAL"

Merna J. Maloff  
Secretary

BY: Rosalie L. Turner  
Rosalie L. Turner  
President

William C. ...

Robert H. Bricker, Jr.  
Robert H. Bricker, Jr.

Grace B. Stout

Lawrence A. Clopper  
Lawrence A. Clopper

The undersigned, President of Hub City Metals, Inc., who executed on behalf of said Corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Transfer to be the corporate act of said Corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Rosalie L. Turner  
Rosalie L. Turner  
President

The undersigned, Robert H. Bricker, Jr. and Lawrence A. Clopper, hereby acknowledge the foregoing Articles of Transfer to be their act and further certifies that, to the best of their knowledge, information and belief, the matters and facts set forth therein are true in all material respects, under the penalties of perjury.

Robert H. Bricker, Jr.  
Robert H. Bricker, Jr.

Lawrence A. Clopper  
Lawrence A. Clopper

ARTICLES OF TRANSFER

317

BETWEEN

HUB CITY METALS, INC. (MD CORP.) Transferor

AND

ROBERT H. BRICKER, JR. and  
LAWRENCE A. CLOPPER, (MD Individuals) Transferees

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 10, 1983 at 9:59 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2618, folio 1270, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____	Recording fee paid \$ <u>20.00</u>	Special Fee paid \$ _____
Cert. of Conv. to Washington Co.-Land	<u>4.00</u>	
Records	<u>24.00</u>	
	<u>5.00</u>	

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Robinson*



A 150474

Received For Record June 19, 1984 at 11:18 a.m. Liber 33

ARTICLES OF INCORPORATION

RECORD 5.00  
A 2864CHCK 5.00  
D1984 6-19A11:18

FIRST: I, GERALD L. SHINDLE, whose post office address is 2532 Virginia, Williamsport, Maryland 21795 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is:

HAGERSTOWN SATELLITE TV, INC.

THIRD: The purposes for which the Corporation is formed are:

- (1) to provide and sell and install satellite television receivers and any other communications and entertainment equipment and services to the general public; and to engage in any other lawful purpose and/or business, and
- (2) to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2 Box 64B, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Francis L. Little, Route 2 Box 64B, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 2,500 shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be more than the number of stockholders of the Corporation. The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Gerald L. Shindle  
Francis L. Little  
Harry E. Hager

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SEVENTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents, and employees as follows:

- (1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.
- (2) The Corporation shall indemnify any director or officer of the Corporation who was or is party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, enterprise, partnership, joint venture or trust, against expenses, (including attorneys' fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good

faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction, in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expense which such court shall deem proper.

- (3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 1 or 2 of this Article EIGHTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article EIGHTH.
- (4) Any indemnification under paragraphs 1 or 2 of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article EIGHTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.
- (5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation on advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in

the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

- (6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.
- (7) Any indemnification pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14<sup>TH</sup> day of NOVEMBER, 1983, and I acknowledge the same to be my act.

WITNESS:

Robin D. Strubel

Gerald L. Shindle  
GERALD L. SHINDLE

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN SATELLITE TV, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 16, 1983 at 9:55 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2618, folio 1941, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Anderson*



A 150534

Received For Record June 19, 1984 at 11:18 a.m.  
Tiber 23

RECORD 5.00  
A 2865CHCK 5.00  
01984 6-19A11:18

SUSQUEHANNA ADMINISTRATORS, INC.  
ARTICLES OF INCORPORATION

FIRST: I, ROLAND G. FUNK, whose post office address is Suite 1, 339 East Antietam Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is SUSQUEHANNA ADMINISTRATORS, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business and/or profession of sales, administration, organization, maintenance, advice and , counselling concerning all areas of employee benefit insurance including but not limited to life plans, pension plans, profit sharing plans, health care plans, and Workmen's Compensation.

FOURTH: The post office address of the principal office of the Corporation in this State is Suite 1, 339 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roland G. Funk, Suite 1, 339 East Antietam Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

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SIXTH: The number of Directors of the Corporation shall be three (3) which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Roland G. Funk, W. Kennedy Boone, III, and Carl W. Walker.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, vot-

ing powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted

by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8<sup>th</sup> day of November, 1983, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
Roland G. Funk

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 9th day of November, 1983, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Roland G. Funk, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.



Joyce R. Kramer  
Notary Public

My Commission Expires:  
July 1, 1986

WASHINGTON  
WEST VIRGINIA  
MARYLAND  
1983

ARTICLES OF INCORPORATION  
OF  
SUSQUEHANNA ADMINISTRATORS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 16, 1983 at 8:00 o'clock AM. as in conformity  
with law and ordered recorded.

Recorded in Liber 2618, folio 2119, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 150564

Received For Record June 19, 1984 at 11:19 a.m. Liber 33

ARTICLES OF INCORPORATION

RECORD 5.00  
A 2866CHCK 5.00  
01984 6-19A11:19

OF

SMITHSBURG BOWLING BARN, INC.

THIS IS TO CERTIFY:

FIRST: The subscriber, Robert M. Bushey, whose post office address is Route #1, Box 489, Smithsburg, Maryland, being at least twenty-one years of age, does under and by virtue of the General laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation, which is hereinafter called the "Corporation," is SMITHSBURG BOWLING BARN, INC.

THIRD: The purposes for which the corporation is formed are as follows:

(a) To purchase, build construct or otherwise acquire, lease, hold, mortgage, pledge, sell, transfer, or in any manner encumber, improve, exchange, let or dispose of any type of house, modular house or any other type of building upon any real property wherever situated.

(b) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas, and the like which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant license in respect of, sell and otherwise turn to account, the same.

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or the securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

-2-

(g) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any parts of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

FOURTH: The post office address of the principal office of the Corporation in this state is Route #1, Box 489, Smithsburg, Maryland, 21783. The resident agent of the Corporation is Robert M. Bushey, whose post office address is Route #1, Box 489, Smithsburg, Maryland, 21783.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) each, all of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have four (4) directors; Lewis R. Bowers, Shirley M. Bowers, Vonetta S. Bushey and Robert M. Bushey, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the power of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or

-3-

transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profit in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by a vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS THEREOF, I have signed these Articles of Incorporation on the \_\_\_\_\_ day of \_\_\_\_\_, 1983.

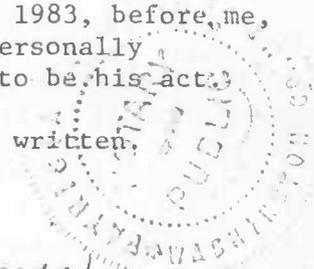
Micelle A. Shephard

Robert M. Bushey  
Robert M. Bushey

STATE OF MARYLAND, COUNTY OF WASHINGTON

THIS IS TO CERTIFY that on the 17th day of November, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert M. Bushey, the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal, the day and year last above written.



Patricia A. Higman

My Commission Expires: July 1, 1968

ARTICLES OF INCORPORATION  
OF  
SMITHSBURG BOWLING BARN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 18, 1983 at 11:54 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2619, folio 2313, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



A 150599

Received For Record June 19, 1984 at 11:20 a.m. Liber 33

RECORD 5.00  
A 2868CHCK 5.00  
01984 6-19A11:20

VINCE'S PIZZA, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Vincent Fiorentino whose post office address is Route 2, Box 63E, Smithsburg, Maryland 21783 being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is:

VINCE'S PIZZA, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: "The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland."

FOURTH: The post office address of the principal office of the Corporation in Maryland is 10 North Main Street, Smithsburg, Maryland 21783. The name and post office address of the resident agent of the Corporation in Maryland is Vincent Fiorentino, Route 2, Box 63E, Smithsburg, Maryland 21783. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 2500 shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of

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stockholders, and the name of the director who shall act until the first meeting or until their successors are duly chosen and qualified is Vincent Fiorentino.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

The Director shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working, capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount upon the property and franchise of this Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Director shall have authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right of inspecting any account, or book, or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and director shall have power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated as otherwise required by the laws of the State of Maryland.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph be nowise limited or

restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Charter shall be regarded as independent objects, purposes and powers.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I Have signed these Articles of Incorporation on this 14<sup>TH</sup> day of NOVEMBER, 1983.

WITNESS:

Robin D Strubel

Vincent Fiorentino  
(VINCENT FIORENTINO)

STATE OF MARYLAND

County of Washington, to wit:

I HEREBY CERTIFY that on this 14<sup>TH</sup> day of NOVEMBER, 1983, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared Vincent Fiorentino who made and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal, the day and year last above written.

Gerald L. Shindle  
GERALD L. SHINDLE  
Notary Public  
My commission expires July 1, 1986

ARTICLES OF INCORPORATION

OF

VINCE'S PIZZA, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 18, 1983 at 8:41 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2619, folio 2367, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



A 150609

## ARTICLES OF INCORPORATION

OF

LEONARD'S PLUMBING SUPPLY & SERVICE, INC.  
(A Close Corporation)

RECORD 5.00  
A 2869CHCK 5.00  
01984 6-19A11:20

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is LEONARD'S PLUMBING SUPPLY & SERVICE, INC.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

FOURTH: The purposes for which the Corporation is formed are as follows:

To provide plumbing services and to sell plumbing and related equipment.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office of the principal office of the Corporation in this State is Route 2, Box 360, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Guy Shenebeck, Route 2, Box 360, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The Corporation elects to have no board of directors. Guy Shenebeck will serve as director until the election to have no board of directors becomes effective.

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EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 16<sup>th</sup> day of ~~October~~, 1983.  
*NOVEMBER*

WITNESS:

Joanne Snyder

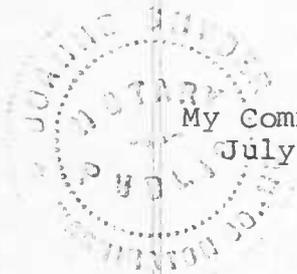
Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16<sup>th</sup> day of October, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Joanne Snyder  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
LEONARD'S PLUMBING SUPPLY & SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 18, 1983 at 9:09 o'clock <sub>A</sub> M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2619, folio 2432, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



A 150621

Received For Record June 19, 1984 at 11:21 a.m. Liber 33

## ARTICLES OF INCORPORATION

OF

CAVCO CONSTRUCTORS, INC.

RECORD 5.00  
A 2870CHCK 5.00  
01984 6-19A11:21

## THIS IS TO CERTIFY:

FIRST: The subscriber, Robert M. Bushey, whose post office address is Route #1, Box 489, Smithsburg, Maryland, being at least twenty-one years of age, does under and by virtue of the General laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation, which is hereinafter called the "Corporation," is CAVCO CONSTRUCTORS, INC.

THIRD: The purposes for which the corporation is formed are as follows:

(a) To purchase, build construct or otherwise acquire, lease, hold, mortgage, pledge, sell, transfer, or in any manner encumber, improve, exchange, let or dispose of any type of house, modular house or any other type of building upon any real property wherever situated.

(b) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas, and the like which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant license in respect of, sell and otherwise turn to account, the same.

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or the securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(g) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any parts of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

FOURTH: The post office address of the principal office of the Corporation in this state is Route #1, Box 489, Smithsburg, Maryland, 21783. The resident agent of the Corporation is Robert M. Bushey, whose post office address is Route #1, Box 489, Smithsburg, Maryland, 21783.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) each, all of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have four (4) directors; Lewis R. Bowers, Shirley M. Bowers, Vonetta S. Bushey and Robert M. Bushey, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the power of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or

-3-

transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profit in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by a vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS THEREOF, I have signed these Articles of Incorporation on the 17<sup>th</sup> day of NOVEMBER, 1983.

Michelle A. Spickard

Robert M. Bushey  
Robert M. Bushey

STATE OF MARYLAND, COUNTY OF WASHINGTON

THIS IS TO CERTIFY that on the 17<sup>th</sup> day of November, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert M. Bushey, the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal, the day and year last above written.

Patricia A. Hegman

My Commission Expires: July 1, 1968



ARTICLES OF INCORPORATION

OF

CAVCO CONSTRUCTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 18, 1983 at 11:54 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2619, folio 2489, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



A 150630

ARTICLES OF INCORPORATION

RECORD 5.00  
A 2871CHCK 5.00  
01984 6-19A11:21

OF

WASHINGTON COUNTY TOURISM, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Gerald E. Downs, whose post office address is Route 1, Box 408, Boonsboro, Maryland 21713; Richard Vidoni, 815 The Terrace, Hagerstown, Maryland 21740; Ron Stansbury, 29 North Burhans Boulevard, Hagerstown, Maryland 21740; and Carolyn Jones, Route 3, Box 165-A, Hagerstown, Maryland 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Washington County Tourism, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

The purpose is to support economic benefits to Washington County by direct promotion of tourism.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law, and is not intended, by

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~~33088205~~

the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 408, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Gerald E. Downs, Route 1, Box 408, Boonsboro, Maryland 21713. Said resident agent is a citizen actually residing in this State.

FIFTH: The number of directors of the Corporation shall be twenty-one (21), which number may be increased or decreased pursuant to the by-laws of the Corporation. The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Gerald E. Downs, Richard Vidoni, Ron Stansbury and Carolyn Jones.

SIXTH: The duration of the Corporation shall be perpetual.

SEVENTH: The Corporation is organized on a non-stock basis and shall have no authority to issue shares of capital stock.

EIGHTH: All conditions, qualifications, requirements, privileges and regulations as to membership in the Corporation, including voting rights, shall be fixed and governed by the By-Laws of the Corporation. It is specifically contemplated by these Articles that the conditions relating to membership will include some formula by which dues are required by all members.

NINTH: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

TENTH: The Corporation is organized exclusively as a business league as defined and limited by Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), including, but not limited to:

A. The purposes set forth in Paragraph 3 above.

B. The making of distributions for such purposes to organizations under Section 501(c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

No member of the Corporation shall receive any pecuniary gain or profit, incidental or otherwise, from its activities, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Paragraph 9 hereof. The Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (6) of the Internal Revenue Code of 1956 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ELEVENTH: If the Corporation is to be dissolved, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation conclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively as a business league for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (6) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or

organizations, as said Court shall determine which are organized and granted exclusively for such purposes.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 25 day of October, 1983.

WITNESS:

Donny S. Wolff  
[Signature]

Gerald E. Downs  
Gerald E. Downs

[Signature]  
Richard Vidoni

Carolyn E. Jones

[Signature]  
Ron Stansbury

[Signature]

Carolyn E. Jones  
Carolyn Jones

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25<sup>th</sup> day of October, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Gerald E. Downs, Richard Vidoni, Ron Stansbury and Carolyn Jones, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.



Arnold J. Elgin  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY TOURISM, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *November 21, 1983* at *10:14* o'clock *AM.* as in conformity  
with law and ordered recorded.

Recorded in Liber *2619*, folio *2610*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
*5.00*

To the clerk of the *circuit* Court of *Washington County*

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



**A** 150649

Received For Record June 19, 1984 at 11:22 a.m. Liber 33

SOLLENBERGER DISTRIBUTORS, INC.

RECORD 5.00  
A 2872CHCK 5.00  
01984 6-19A11:22

ARTICLES OF INCORPORATION

FIRST: The undersigned, Solomon J. Sollenberger whose post office address is 1930 Lincolnshire Road, Hagerstown, Maryland 21740 being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is:

SOLLENBERGER DISTRIBUTORS, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: "The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland."

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1930 Lincolnshire Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Solomon J. Sollenberger, 1930 Lincolnshire Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 2500 shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of

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stockholders, and the names of the director who shall act until the first meeting or until his successors are duly chosen and qualified is Solomon J. Sollenberger.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

The Director shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working, capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount upon the property and franchise of this Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Director shall have authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right of inspecting any account, or book, or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and director shall have power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated as otherwise required by the laws of the State of Maryland.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph be nowise limited or restricted by reference to or inference from the terms of any

other clause or paragraph in this Certificate of Incorporation,  
but that the objects, purposes and powers specified in the third  
paragraph and in each of the clauses or paragraphs of this  
Charter shall be regarded as independent objects, purposes and  
powers.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation  
on this 16<sup>TH</sup> day of NOVEMBER, 1983.

Robin O Strubel

Solomon J. Sollenberger  
(SOLOMON J. SOLLENBERGER)

STATE OF MARYLAND

County of Washington, to wit:

I HEREBY CERTIFY that on this 16<sup>TH</sup> day of NOVEMBER, 1983,  
before me, the subscriber, a notary public of the State of Maryland, in  
and for the County of Washington, personally appeared Solomon J. Sollenberger,  
who made and acknowledged the foregoing Articles of Incorporation to be  
their act.

WITNESS my hand and notarial seal, the day and year last above written.



Gerald L. Shindle  
GERALD L. SHINDLE  
Notary Public  
My commission expires July 1, 1986

ARTICLES OF INCORPORATION  
OF  
SOLLENBERGER DISTRIBUTORS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 21, 1983 at 9:42 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2619, folio 2721, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Robinson*



A 150662

Received for Record June 27, 1984 at 9:25 o'clock A.M. Liber 33

B 14  
RECORD .50  
B SUB .50  
04 3704 6-27 A9:25

CERTIFICATE OF ARTICLES OF TRANSFER

CLERK OF THE CIRCUIT COURT  
Washington County  
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of TRANSFER have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_

LONG MEADOW APARTMENTS, INC. (MD CORP.) Transferor

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is \_\_\_\_\_

C. WARREN DEMMITT, JUAN J. CABRERA, M.D., WILLIAM C. HAMILTON and

H. WILLIAMS, M.D. (INDIVIDUALS) Transferees

3) The Articles were accepted for record on December 30, 1983, at 3:01 PM

As Witness my hand and the Official seal of the said Department at Baltimore this 2nd day of February, 1984.



Paul B. Anderson  
Charter Specialist

OK  
Should  
R < Record  
RECORD  
RECTAX  
SUB  
05 3706  
002489  
.50  
.75  
2.25  
6-27 A9:26

356

CUMBERLAND VALLEY DATA PROCESSING SERVICES, INC.

BOARD OF DIRECTORS' RESOLUTION AUTHORIZING  
CHANGE OF RESIDENT AGENT

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and he is hereby changed from Gary A. Nunamaker, whose post office address is 123 Bower Avenue, Williamsport, Maryland, 21795, to H. Michael Aycoth, whose post office address is Route #4, Box 224, Smithsburg, Md., 21783, and who is a resident of the State of Maryland.

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

I HEREBY CERTIFY, That this is a certified copy of a resolution adopted by the Board of Directors of Cumberland Valley Data Processing Services, Inc.

CUMBERLAND VALLEY DATA  
PROCESSING SERVICES, INC.

BY: H. Michael Aycoth  
H. Michael Aycoth  
President

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

357

OF

CUMBERLAND VALLEY DATA PROCESSING SERVICES, INC.

received for record January 31, 1984

, at 6:06 P. M.

and recorded on Film No. 2628

Frame No. 002488 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N<sup>o</sup> 19587

Special Fee Paid	\$5.00	
Recording Fee Paid	\$3.00	-.50
Total	\$8.00	.75

Return to: Miller, Oliver & Beachley  
P. O. Box 1269  
Hagerstown, Maryland 21740

rc

358

003065

Received for Record June 27, 1984 at 9:26 o'clock A.M. Liber 33

358

75 CB'ers Club, Inc

RECORD 5.00  
B SUB 7.25  
04 3707 6-27 A9:26

Articles of Revival

First: The name of the corporation at the time the charter was forfeited was---- 75 CB'ers Club, Inc.

Second: The name which the corporation will use after revival is----- 75 CB'ers Club, Inc.

Third: The <sup>name</sup> and address of the resident agent are---

Pearl Flohr  
Box 24,  
Cascade, Maryland  
21719

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation---Yes.

EXECUTION OF ARTICLES OF REVIVAL

The undersigned who were respectively the last acting president and treasurer of the corporation severally acknowledge the Articles to be their act.

Joseph L. Brown  
Last Acting President  
Dorothy J. Seifert  
Last Acting Treasurer

Principal office-- 2201 Trevanion Road,  
Taneytown, Md. 21787

SUBSCRIBED TO AND SWORN BEFORE  
ON THIS DAY December 12, 1983

~~40033244~~

Doris C. Hankey  
NOTARY PUBLIC

DORIS C. HANKEY, NOTARY PUBLIC  
ADAMS COUNTY, GETTYSBURG BORO.  
MY COMMISSION EXPIRES JULY 25, 1985

~~33538125~~

40178191

OF

75 CB'ERS CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 17, 1984 at 11:00 o'clock AM. as in conformity with law and ordered recorded.

Recorded in Liber 2630, folio 003064, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 10.00

5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Robinson*



A 153431

## ARTICLES OF MERGER

RECORD	5.50
8 SUB	12.75
04 3708	6-27 A9:27

THESE ARTICLES OF MERGER, dated as of the 27th day of December, 1983, pursuant to Section 5-119 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, (hereinafter referred to as the "Code") are entered into by and between the corporations named in Article THIRD below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to effect a merger, and that the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged are and shall be as set forth herein.

SECOND: Byron, Urner, Nairn & Barton, P.A., a Maryland corporation, shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") under the name of Urner, McGrory, Nairn, Barton & Schaefer, P.A.

THIRD: The parties to these Articles of Merger are Byron, Urner, Nairn & Barton, P.A., a professional corporation organized under the Professional Service Corporation Law of Maryland on November 25, 1980, and McGrory & Schaefer, P.A., a professional corporation organized under the Professional Service Corporation Law of Maryland on December 19, 1983. The Surviving Corporation is qualified or registered to do business in Maryland.

FOURTH: The Articles of Incorporation of the Surviving Corporation are hereby amended to be as set forth in Exhibit A hereto, and as amended, all the terms and provisions thereof are hereby incorporated in these Articles and made a part hereof with the same force and effect as if herein set forth in full; and, from and after the Effective Date, as hereinafter defined, and until further amended as provided by law, said Exhibit A, separate and apart from these Articles shall be, and may be separately certified as, the Articles of Incorporation, as amended, of the Surviving Corporation.

FIFTH: Byron, Urner, Nairn & Barton, P.A., has an authorized capitalization of One Hundred (100) shares of common stock with no par value.

McGrory & Schaefer, P.A., has an authorized capitalization of One Hundred (100) shares of common stock with no par value.

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SIXTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) The stockholders of both Corporations shall surrender their certificates for stock to the Secretary of the Surviving Corporation.

(b) The Secretary of the Surviving Corporation will issue certificates of stock in the Surviving Corporation in exchange for the stock certificates surrendered.

SEVENTH: The principal office of Urner, McGrory, Nairn, Barton & Schaefer, P. A., in the State of Maryland is located in Washington County. Neither of the Constituent Corporations owns real property in any county in Maryland, the title to which could be effected by the recording of an instrument among the land records.

EIGHTH: The principal office of Surviving Corporation in its state of organization is 100 West Washington Street, Hagerstown, Maryland 21740.

NINTH: The board of directors of Byron, Urner, Nairn & Barton, P.A., by a majority vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon terms and conditions set forth in these Articles of Merger was advisable and directing their submission to a meeting of stockholders. The merger was approved by the stockholders.

The board of directors for McGrory & Schaefer, P.A., by a majority vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon terms and conditions set forth in these Articles of Merger was advisable and directing their submission to a meeting of stockholders. The merger was approved by the stockholders.

TENTH: Upon the Effective Date:

(a) the assets and liabilities of McGrory & Schaefer, P.A., shall be taken up on the books of the Surviving Corporation at the amount at which they shall at that time be carried on the books of McGrory & Schaefer, P.A., subject to such adjustments, if any, as may be necessary to conform to the Surviving Corporation's accounting procedures, and

(b) all of the rights, privileges, immunities, powers, purposes and franchises of McGrory & Schaefer, P.A., and all property, real, personal and mixed, and all debts due to McGrory & Schaefer, P.A., on whichever account shall be vested in the Surviving Corporation, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every

other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of McGrory & Schaefer, P.A., and all debts, liabilities, obligations and duties of McGrory & Schaefer, P.A., shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

The merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of McGrory & Schaefer, P.A., except insofar as continued by statute, shall cease on the date that an Agreement of Merger, approved, certified, executed and acknowledged by McGrory & Schaefer, P.A., and Surviving Corporation as required by the laws of the State of Maryland, and these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by McGrory & Schaefer, P.A., and Surviving Corporation are filed for record with the State Department of Assessments and Taxation of Maryland as required by the laws of the State of Maryland.

IN WITNESS WHEREOF; Byron, Urner, Nairn & Barton, P.A., and McGrory & Schaefer, P.A., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 27th day of December, 1983.

ATTEST:

BYRON, URNER, NAIRN & BARTON, P.A.

*William D. Nairn*  
Secretary

BY *John H. Urner*  
President

ATTEST:

McGRORY & SCHAEFER, P.A.

*Michael J. Schack*  
Secretary

BY *Robert L. Brumby*  
President

THE UNDERSIGNED; President of Byron, Urner, Nairn & Barton, P. A., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of

his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

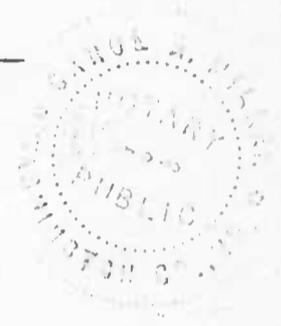
Bachman E. Hase  
Notary Public

My Commission expires: July 1, 1986

THE UNDERSIGNED, President of McGrory & Schaefer, P.A., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Carol A. Miller  
Notary Public

My Commission Expires: July 1, 1986



ARTICLES OF AMENDMENT  
OF  
BYRON, URNER, NAIRN & BARTON, P.A.

Byron, Urner, Nairn & Barton, P.A., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change Paragraph Second and inserting in lieu thereof the following:

URNER, McGRORY, NAIRN, BARTON & SCHAEFER, P.A.

SECOND: The Charter of the Corporation is hereby amended to change Paragraph Sixth and inserting in lieu thereof the following:

The number of directors of the Corporation shall be five (5), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1).

The Board of Directors of the Corporation at a special meeting duly convened and held on December 22, 1983 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Directors and the Stockholders of the Corporation approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF, Byron, Urner, Nairn & Barton, P.A., has caused these presents to be signed in its name and on its behalf by its president and its corporate seal to be hereunto affixed and attested by its secretary on the 22nd day of December 1983.

ATTEST:

BYRON, URNER, NAIRN &  
BARTON, P.A.





STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:-

I HEREBY CERTIFY, that on this 27 day of December, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Urner, President of Byron, Urner, Nairn & Barton,

33628 179

P. A., a Maryland Corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal, the day and year last above written.

Barbara E. Hesse  
Notary Public

My Commission Expires:



ARTICLES OF MERGER

BETWEEN

MC GRORY & SCHAEFER P.A. (MD. CORP)

MERGING INTO

BYRON, URNER, NAIRN & BARTON, (PA. CORP) SURVIVOR

Changing its name to:

URNER, MC GRORY, NAIRN, BARTON & SCHAEFER, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1983 at 2:38 o'clock P.M. as in conformity with law and ordered recorded.

Recorded in Liber ~~2628~~ <sup>003561</sup> folio ~~2633~~ <sup>001817</sup> one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 22.00 Special Fee paid \$ \_\_\_\_\_

5.50

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D.W. Hill*



A 152991

367

LONG MEADOW APARTMENTS, INC.

ARTICLES OF TRANSFER

RECORD 5.00  
B SUR 17-75  
04 3709 6-27 A9:27

THIS IS TO CERTIFY:

FIRST: Long Meadow Apartments, Inc., a Maryland corporation (the "Transferor") agrees to sell to C. Warren Demmitt, Juan J. Cabrera, M.D., William C. Hamilton and Ralph H. Williams, M.D. (the "Transferees") substantially all of its property and assets.

SECOND: The Transferor was incorporated under the laws of the State of Maryland.

THIRD: The names and addresses of the Transferees are as follows:

C. Warren Demmitt  
55 Mealey Parkway  
Hagerstown, Maryland 21740

Juan J. Cabrera, M.D.  
409 Meadowbrook Road  
Hagerstown, Maryland 21740

William C. Hamilton  
1407 Oak Hill Avenue  
Hagerstown, Maryland 21740

Ralph H. Williams, M.D.  
2165 Blue Ridge Road  
Hagerstown, Maryland 21740

FOURTH: The Transferor has its principal office and owns an interest in land in Washington County, Maryland.

FIFTH: The Post Office address and principal place of business of the Transferor is Box 548, Hagerstown, Maryland 21740.

SIXTH: The Post Office address and principal place of business of the Transferees will be at Northern Avenue, Hagerstown, Maryland 21740.

SEVENTH: The nature and amount of consideration to be paid for the assets transferred is One Million Two Hundred and Thirty-Eight Thousand Dollars (\$1,238,000), One Hundred and

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Twenty Five Thousand Dollars (\$125,000) of which is to be paid in cash as a deposit or downpayment on or prior to the date of closing, December 30, 1983 and One Million One Hundred and Thirteen Thousand Dollars (\$1,113,000) of which is to be evidenced by a Mortgage Note dated December 30, 1983.

EIGHTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized and approved by the Board of Directors and Stockholders of the Transferor pursuant to corporate resolutions dated November 23, 1983. Such approval was made in the manner and by the vote required by the charter of the Transferor and by the laws of the place where it was organized, the State of Maryland. None of the Transferees is a corporation.

NINTH: Each officer signing these Articles of Transfer on behalf of the Transferor acknowledged these Articles to be the corporate act of such Transferor and further, with respect to all matters and facts otherwise required to be verified under oath, each such officer acknowledges that to the best of his or her knowledge, information and belief, such matters and facts relating to the Transferor are true in all material respects and that this statement is made under the penalties of perjury. Each Transferee acknowledges these Articles of Transfer to be his act and deed and acknowledges that such matters and facts relating to the Transferees are true in all material respects to the best of his knowledge, information and belief under

penalties of perjury.

IN WITNESS WHEREOF these Articles of Transfer have been duly executed by the parties hereto as of this 30th day of December , 1983.

ATTEST:

LONG MEADOW APARTMENTS, INC.

\_\_\_\_\_  
Elizabeth H. Pollock  
Secretary

By: \_\_\_\_\_  
Leonard G. Mathias  
President

WITNESS:

\_\_\_\_\_  
*J. H. Williams*  
\_\_\_\_\_  
*J. H. Williams*  
\_\_\_\_\_

\_\_\_\_\_  
C. Warren Demmitt

\_\_\_\_\_  
*Juan J. Cabrera*  
\_\_\_\_\_  
Juan J. Cabrera, M.D.

\_\_\_\_\_  
*William C. Hamilton*  
\_\_\_\_\_  
William C. Hamilton

\_\_\_\_\_  
Ralph H. Williams, M.D.

Mail to Vaughn J. Baker, Clerk, Circuit Court for Washington County

penalties of perjury.

IN WITNESS WHEREOF these Articles of Transfer have been duly executed by the parties hereto as of this 30th day of December , 1983.

ATTEST:

Elizabeth H. Pollock  
Elizabeth H. Pollock  
Secretary

LONG MEADOW APARTMENTS, INC.

By: Leonard G. Mathias  
Leonard G. Mathias  
President

WITNESS:

J. H. [Signature]

C. Warren Demmitt  
C. Warren Demmitt

\_\_\_\_\_

Juan J. Cabrera, M.D.

J. H. [Signature]

William C. Hamilton  
William C. Hamilton

J. H. [Signature]

Ralph H. Williams  
Ralph H. Williams, M.D.

ARTICLES OF TRANSFER

371

371

BETWEEN

LONG MEADOW APARTMENTS, INC. (MD CORP.) Transferor

AND

C. WARREN DEMMITT, JUAN J. CABRERA, M.D., WILLIAM C. HAMILTON and RALPH H. WILLIAMS, M.D. (INDIVIDUALS) Transferees

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1983 at 3:01 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2628, folio **003379**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____	Recording fee paid \$ <u>20.00</u>	Special Fee paid \$ _____
	<u>4.00</u>	
	<u>24.00</u>	
	<u>5.00</u>	

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Ralph B. Anderson



A 152965

ARTICLES OF AMENDMENT

OF

NORMAN S. EARLEY AND SON, INC.

RECORD 5.00  
8 SUB 22.75  
04 3710 6-27 A9:28

*1/1/84*

Norman S. Earley and Son, Inc., a Maryland corporation, certifies as follows:

FIRST: The Charter of the Corporation is hereby amended by striking out Article SECOND and inserting in its place the following:

"SECOND: The name of the corporation (hereinafter called the "Corporation") is:

McCleary and Earley, Inc."

SECOND: This amendment was advised by the Board of Directors and approved by the sole stockholder of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf on this 22 day of December, 1983 by its President who acknowledges that these Articles are the act of the Corporation and that to the best of his knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles are true in all material respects.

ATTEST:

NORMAN S. EARLEY AND SON, INC.

*Beverly A. McCleary*  
Beverly A. McCleary  
Secretary

By: *Richard E. McCleary* (SEAL)  
Richard E. McCleary  
President

33628282

ARTICLES OF AMENDMENT

OF

NORMAN S. EARLEY AND SON, INC.

Changing its name to:

MCCLEARY AND EARLEY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 28, 1983 at 1:44 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2628, folio **002311**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Quinn*



A 152854

Received for Record June 27, 1984 at 9:28 o'clock A.M. Liber 33

RECORD 5.00  
S SUB 27.75  
04 3711 6-27 A9:28

EWING OIL CO., INC.

ARTICLES OF AMENDMENT

EWING OIL CO., INC., a Maryland corporation, having its principal office in Hagerstown, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking Paragraph A of Article FIFTH in its entirety and inserting in lieu thereof the following:

FIFTH: A. Number of Shares. The total number of shares of all classes which the Corporation has authority to issue is 8,000, having an aggregate par value of \$1,900,000, of which 6,000 shares of the par value of \$300.00 per share, amounting in aggregate par value to \$1,800,000, shall be Preferred Stock, and 2,000 shares of the par value of \$50.00 per share, amounting in aggregate par value to \$100,000, shall be Common Stock.

SECOND: 1. The total number of shares of stock of all classes which the Corporation heretofore had authority to issue was 3,000, having an aggregate par value of \$400,000 of

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which 1,000 shares of the par value of \$300 per share, amounting in aggregate par value to \$300,000, were Preferred Stock, and 2,000 shares of the par value of \$50 per share, amounting in aggregate par value to \$100,000 were Common Stock.

2. The total number and par value of the shares of authorized capital stock as changed hereby are 8,000 shares, having an aggregate par value of \$1,900,000, of which 6,000 shares of the par value of \$300.00 per share, amounting in aggregate par value to \$1,800,000, are Preferred Stock, and 2,000 shares of the par value of \$50.00 per share, amounting in aggregate par value to \$100,000, are Common Stock as set forth in Article FIFTH of the Charter of the Corporation as hereby amended.

THIRD: The foregoing amendments to the Charter of the Corporation have been advised by the Board of Directors and approved by the stockholders of the Corporation in the manner required by law and by the Charter of the Corporation. The manner of approval was by a Joint Resolution of Board of Directors and Stockholders, dated November 21, 1983, adopting and approving the foregoing amendments to the Charter of the Corporation.

IN WITNESS WHEREOF, EWING OIL CO., INC. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on 1983.

WITNESS: EWING OIL CO., INC.

Virginia E Bowen  
Secretary

By Caleb C Ewing, Jr.  
Caleb C. Ewing, Jr., President

THE UNDERSIGNED, President of EWING OIL CO., INC., who executed on behalf of the Corporation the foregoing Articles of Amendment of which this Certificate is made a part, hereby acknowledges in the name and on behalf of the Corporation the foregoing Articles of Amendment to be the corporate act of the Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

Caleb C Ewing, Jr.  
Caleb C. Ewing, Jr., President

ARTICLES OF AMENDMENT OF  
EWING OIL CO., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 12, 1983 at 11:33 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2628, folio 002104, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 250.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 152818

378

Received for Record June 27, 1984 at 9:29 o'clock A.M. Liber '33

BAUMGARDNER &amp; SCHLOSSBERG, P.A.

RECORD 5.00  
B SUB 32-75  
04 3712 6-27 A9:29

## ARTICLES OF AMENDMENT

Baumgardner & Schlossberg, P.A., a Maryland Corporation, having its principal office at 134 West Washington Street, Hagerstown, Maryland, 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

"SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is ROGER SCHLOSSBERG, P.A."

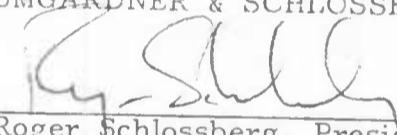
SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associates Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Baumgardner & Schlossberg, P.A., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 29th day of December, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of Baumgardner & Schlossberg, P.A., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

BAUMGARDNER &amp; SCHLOSSBERG, P.A.

  
\_\_\_\_\_  
Roger Schlossberg, Secretary

By   
\_\_\_\_\_  
Roger Schlossberg, President

33648497

ARTICLES OF AMENDMENT

OF

BAUMGARDNER & SCHLOSSBERG, P.A.

Changing its name to:

ROGER SCHLOSSBERG, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1983 at 3:27 o'clock P.M. as in conformity with law and ordered recorded.

Recorded in Liber 2628, folio 003596, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten signature]*



A 152995

POSH PRODUCTS, INC.  
ARTICLES OF AMENDMENT

RECORD 5.00  
B SUB 37.75  
04 3713 6-27 A9:29

THIS IS TO CERTIFY:

FIRST: That the amendment embodied herein has been advised by the directors and approved by the shareholders of the Corporation pursuant to sections 2-604 and 2-607 of the Corporations and Associations Article, Annotated Code of Maryland, and the shareholders have consented hereto in writing.

SECOND: That the amendment be and is that the par value of the capital stock of the Corporation, its only class of stock, be One Dollar (\$1.00) per share, rather than One Hundred Dollars (\$100.00) per share as presently stated, and, as a result thereof, that the number of shares authorized be increased from One Thousand (1,000) to One Hundred Thousand (100,000).

THIRD: That the total authorized capital of the Corporation shall remain unchanged at One Hundred Thousand Dollars (\$100,000.00).

IN WITNESS THEREOF, Sarah Herman, President, and Rodney T. Pearson, Secretary, of the Corporation have signed these Articles of Amendment and caused the corporate seal to hereunto be affixed this 28 day of Dec., 1983.

ATTEST:

  
Rodney T. Pearson, Secretary

  
Sarah Herman, President



40178557

STATE OF MARYLAND :  
COUNTY OF <sup>FREDERICK</sup> MONTGOMERY : to wit

I, Quinn L. Hahn, a Notary Public, in and for the County of Montgomery, do hereby certify that Sarah Herman, President, and Rodney T. Pearson, Secretary, who are personally known to me as the persons who executed the foregoing Articles of Amendemnt, dated 28 day of Dec., 1983. As signeres, parties hereof, personally appeared before me in said County and ~~advised me that they are in fact~~ <sup>are in fact</sup> President and Secretary of Posh Products, Inc., a Maryland Corporation, that their signatures hereunto are their own, that the seal of Posh Products, Inc. and that these Articles of Amendment were advised and approved by the directors and shareholders of Posh Products, Inc. in due form as required by law.

In witness whereof I hereunto set my hand and official seal.

Quinn L. Hahn  
Notary Public



My Commission Expires:

STATE OF MARYLAND  
NOTARY PUBLIC  
My Commission Expires July 1, 1985

ARTICLES OF AMENDMENT  
OF  
POSH PRODUCTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 17, 1984 at 1:42 o'clock p M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2630 002882, folio \_\_\_\_\_, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the \_\_\_\_\_ Circuit \_\_\_\_\_ Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gal B. Robinson



A 153397

Received for Record June 27, 1984 at 9:29 o'clock A.m. ,  
Liber 33

003198  
383

RECORD 5.00  
B SUB 42.75  
04 3714 6-27 09:29

AMERICAN MOULDING INC.  
ARTICLES OF AMENDMENT

American Moulding Inc., a Maryland Corporation, having its principal office at P. O. Box 1248, Hagerstown, Washington County, Maryland 21740, (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as "Department") that:

FIRST: The Charter, and the subsequently filed Articles of Amendment, are hereby amended at Article FIFTH to increase the total number of shares of capital stock which the Corporation has authority to issue from one hundred sixty-five thousand two hundred fifty (165,250) to two hundred thousand two hundred fifty (200,250). This will be accomplished by increasing the total authorized shares of Class B Common Stock from sixty-four thousand seven hundred and fifty (64,750) to ninety-nine thousand seven hundred and fifty (99,750) with a par value of Ten Dollars (\$10.00) per share for an aggregate par value from Six hundred forty<sup>seven</sup> thousand five hundred dollars (\$647,500.00) to Nine hundred ninety-seven thousand five hundred dollars (\$997,500.00). The other classes of stock shall remain the same and the description of all classes of stock shall remain the same and shall be as follows:

- Class A Common - 35,000 shares with a par value of Ten Dollars (\$10.00) per share, for an aggregate par value of \$350,000;
- Class B Common - 99,750 shares with a par value of Ten Dollars (\$10.00) per share, for an aggregate par value of \$997,500.00;
- Class C Preferred- 500 shares with a par value of Five Dollars (\$5.00) per share, for an aggregate par value of \$2,500.00;
- Class D Preferred- 65,000 shares with a par value of Ten dollars (\$10.00) per share for an aggregate par value of \$650,000.00

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~~40113319~~

The following is a description of each class of stock of the Corporation with preferences, conversion and other rights, restrictions, voting powers and qualifications of each class;

(1) Class A Common: This stock will vote the shares of the Corporation and share in the growth on a par value relationship with the Class B Stock.

(2) Class B Comon: This stock will share in the profits of the Corporation but have no vote. This stock will be convertible at the option of the Corporation into 5% Non-cumulative preferred stock having a par value of \$10.00 Said conversion shall be based upon the then book value of the Class B Stock into the par value of the Class D Stock.

(3) Class C Convertible Preferred: \$5.00 par value preferred stock. Upon the death of Elvan Atherly this stock will be convertible into Class A Stock at a rate of 241 shares of this stock for 9,798 shares of Class A Stock. This stock will not pay dividends.

(4) Class D Preferred: 5% non-cumulative preferred stock having a par value of \$10.00 and liquidation privileges.

(5) In the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the Common Stock and Preferred Stock of the corporation shall be paid out of the assets of the Corporation available for distribution to its stockholders in the following order of priority:

(a) To the holders of Class D Preferred Stock, an amount equal to the par value of the stock plus any declared but unpaid dividends;

(b) To the holders of the Class C Preferred Stock, an amount equal to the par value of the stock;

(c) To the holders of the Class A and B Common Stock, an amount equal to the remaining net assets of the Corporation after the payment of the Preferred Stock above, distributed pro rata to the holders of the Common Stock in accordance with their

respective rights and interests.

SECOND: By written informal action, unanimously taken by the board of Directors of the corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the board of Directors of the Corporation duly advised the foregoing amendmends and by written informal action unanimously taken by the stockholders of the corporaiton in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the corporaiton duly approved said amendments.

THIRD: The manner and basis of implementing the amendments affected by these Articles shall be as follows:

Upon acceptance of these Articles of Amendment by the State Department of Assessments and Taxation of Maryland, additional shares of Class B Common Stock will be subscribed for and issued pursuant to the laws of the State of Maryland.

IN WITNESS WHEREOF, American Moulding Inc., has caused these presents to be signed in the name and on behalf by its President and its Corporate seal to be hereunder affixed and attested by its Secretary on this 9<sup>th</sup> day of November, 1983 and its President acknowledges that these Articles of Amendment are the act and deed of American Moulding Inc. and under the penalties of perjury that the matters and facts set forth herein with respect to the authorization and approval are true in all material respects to the best of his information, knowledge and belief.

ATTEST:

AMERICAN MOULDING INC.

Eul E. Brinn  
Secretary

[Signature]  
President

ARTICLES OF AMENDMENT  
OF  
AMERICAN MOULDING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 18, 1984 at 11:31 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2630 , folio **003197** , one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 30.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Johnson



A 153453

MISS WASHINGTON COUNTY SCHOLARSHIP FOUNDATION, INC.  
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Miss Washington County Scholarship Foundation, Inc.

THIRD: The purposes of which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest, or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

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(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following: to organize, promote and administer the Miss Washington County Beauty Pageant and to distribute the proceeds therefrom through a scholarship program to deserving applicants therefor; and to undertake such activities and make such distributions without regard to age, sex, race, creed, color, or national origin.

FOURTH: The post office address of the principal office of the Corporation in this State is 2169 Clover Heights Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Edward G. Kemmet, 2169 Clover Heights Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

Edward G. Kemmet  
Lois Jeanne Lang  
Frances Marta Shepherd

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purposes, in

some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" means corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, nor part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propoganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes with in the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage ion any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of December, 1983, and I acknowledge the same to be my act.

Joie Salzbberger  
Witness

R. Schlossberg (SEAL)  
Roger Schlossberg

ARTICLES OF INCORPORATION  
OF  
MISS WASHINGTON COUNTY SCHOLARSHIP FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 6, 1984 at 4:30 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2628, folio 002380, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten signature]*  
\_\_\_\_\_



A 152863

RECORD 5.00  
8 SUB 52.75  
04 3716 6-27 A9:30

ARTICLES OF INCORPORATION

ARNOLD GALE, INC.

FIRST: I, EDWARD N. BUTTON, whose post office address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

Arnold Gale, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of general freight transportation, general garage business; to establish lines of transportation from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; to operate as a transportation agent; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

(4) To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 635 Oak Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, 635 Oak Hill Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

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FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of Common Stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than two but not less than one; and

(2) If there is stock outstanding and so long as there are less than two stockholders, the number of directors may be less than two, but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Arnold M. Gale.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders thereof.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(4) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereby by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

EIGHTH: (1) As used in the Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2<sup>nd</sup> day of January, 1984, and acknowledged the same to be my act.

WITNESS:

Melissa S. Doyle

Edward N. Button

EDWARD N. BUTTON

ARTICLES OF INCORPORATION

OF

ARNOLD GALE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 6, 1984 at 9:07 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2627, folio 002541, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 152772

## ARTICLES OF INCORPORATION

## ROUND TABLE ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers. Jack B. Welch, whose post office address is 418 North Potomac Street, Hagerstown, Maryland, 21740 Arthur B. Richards, Jr., whose post office address is 1201 Potomac Ave., Hagerstown, Maryland, 21740. and Roger L. Fiery, Jr., whose post office address is Route 1, Box 232, Hagerstown, Maryland 21740. all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State Of Maryland authorizing the formation of corporations, associate themselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called "the corporation") is:

## ROUND TABLE ENTERPRISES, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To engage in a general merchandising business.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of any kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, insurance and real estate, wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including any of the aforesaid businesses), or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue of, in accordance with the laws of the State of Maryland, stocks, bonds, or other securities of the Corporation or otherwise.
- (f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights processes, formulas, the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.
- (g) To purchase, or otherwise acquire, hold and reissue

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shares of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and holder of such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereupon a distribution of the assets, or a division of the profits of this Corporation, to distribute any shares of stock, voting trust certificates, bonds or any other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon and shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, securities of other evidences of indebtedness created or issued by any such corporation or association.

(i) To loan or advance money with or without security without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon, by any mortgage upon, or pledge, or conveyance, or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others, for its own account and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches, in any or all states, territories, districts, colonies, and dependencies of the United States of America and in any foreign countries, and to maintain offices and agencies in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and limitations of the powers conferred upon the Corporation by the law, and is not intended by the mention of the particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The

Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The post office address of the principal office of the Corporation in this state is 418 North Potomac Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Jack B. Welch whose post office address is 418 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein. ✓

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is ten thousand (10,000) shares of the par value of ten dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand dollars (\$100,000.00). ✓

SIXTH: The Corporation shall have three (3) directors Jack B. Welch, Arthur B. Richards, Jr. and Roger L. Fiery Jr., shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities, convertible into shares of stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or any other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorized any such transaction, with like force and affect as if he were not such a director or

officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power from time to time to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, if any, what part, of the surplus of the Corporation, or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and supply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness, to such extent and in such manner, and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change of terms shall be authorized by the holders of two-thirds of all such stock at the time outstanding, by a vote at a meeting, or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more preferences, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or

classes, and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or these articles, to purchase, lease or otherwise acquire the business, assets, franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 4th day of January, 1984.

Jack B. Welch (SEAL)  
Jack B. Welch  
Arthur B. Richards, Jr. (SEAL)  
Arthur B. Richards, Jr.  
Roger L. Fiery, Jr. (SEAL)  
Roger L. Fiery, Jr.

TEST:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 4th day of January, 1984, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Jack B. Welch, Arthur, B. Richards, Jr. and Roger, L. Fiery, Jr. known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Edly W. Bates  
NOTARY PUBLIC

Commission Expires  
July 1, 1986



ARTICLES OF INCORPORATION  
OF  
ROUND TABLE ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 11, 1984 at 10:20 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2629, folio 000317, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*David W. Fisher*



A 153057

B 15 .50  
RECORD .50  
B SUB .50  
04 6016 7-24P12:49

CERTIFICATE OF \_\_\_\_\_ Merger \_\_\_\_\_

Clerk of the  
Circuit Court of Washington County  
Hagerstown, Md 21740

Dear Sir

In accordance with §3-111 and §3-112 of the Corporations and  
Associations Article of the Annotated Code of Maryland, the State  
Department of Assessments and Taxation does hereby certify that Articles  
of \_\_\_\_\_ Merger \_\_\_\_\_ have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_

See attached list  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2) The name of the successor and the location of its principal  
office in this State or if it has none, its principal place of business is  
\_\_\_\_\_ PARGAS, INC. (MD. CORP) Survivor \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3) The Articles were accepted for record on \_\_\_\_\_ January 20, 1984 at 11:30 AM

As Witness my hand and the Official  
seal of the said Department at Baltimore  
this \_\_\_\_\_ 28th \_\_\_\_\_ day of \_\_\_\_\_ February \_\_\_\_\_,  
1984.

Dean W. Fisher

PARGAS OF MILLSBORO, INC. (DEL CORP)		PARGAS OF FLORENCE, INC. (MD. CORP)	
PARGAS OF GREENWOOD, INC. (MD CORP)		PARGAS OF OWENSBORO, INC. " "	
PARGAS OF PLATTSBURGH, INC " "		PARGAS OF NEW BERN, INC " "	
PARGAS OF WHITEVILLE, INC. (MD CORP)		PARGAS OF LUMBERTON, INC (MD. CORP)	
PARGAS OF FAYETTEVILLE , INC " "		PARGAS OF STURGIS, INC. " "	
PARGAS OF HOLLY HILL, INC " "		PARGAS OF PIEDMONT, INC. " "	
PARGAS OF JOHNSTON, INC. " "		PARGAS OF WILSON, INC. " "	
PARGAS OF GALAX, INC.		PARGAS OF KANNAPOLIS, INC. " "	
PARGAS OF STATESVILLE, INC.		PARGAS OF GRANITE QUARRY, INC. (MD CORP)	
PARGAS OF WILLOW SPRINGS, INC.		PARGAS OF GOLDSBORO, INC. (MD CORP)	
PARGAS OF CENTREVILLE, INC.(MD CORP)		PARGAS OF HIGH POINT, INC. " "	
PARGAS OF CANMER, INC. " "		PARGAS OF BEL AIR, INC. (MD CORP)	
PARGAS OF PRINCE FREDERICK, INC. (MD CORP)		PARGAS OF TULSA, INC. " "	
PARGAS OF COLUMBIA, INC. " "		PARGAS OF ENFIELD, INC. " "	
PARGAS OF NEBO, INC. " "		PARGAS OF BEAVER DAM, INC. " "	
PARGAS OF BUIES CREEK, INC. " "		PARGAS OF WASHINGTON, INC " "	
PARGAS OF ROCKINGHAM, INC. " "		PARGAS OF MAX MEADOWS, INC." "	
PARGAS OF MARION, INC. " "		PARGAS OF WYTHEVILLE, INC." "	
PARGAS OF NEW CASTLE, INC. " "		PARGAS OF ALLENDALE, INC. " "	
PARGAS OF SUMMERSVILLE, INC. " "		PARGAS OF CUMBERLAND, INC. " "	
PARGAS OF HANCOCK, INC. " "		PARGAS OF FRANKLIN, INC. " "	
PARGAS OF HEMINGWAY, INC. " "		PARGAS OF LEONARDTOWN, INC. " "	
PARGAS OF WILMINGTON, INC. " "		PARGAS OF ROCHELLE, INC. " "	
PARGAS OF CAMDEN, INC. " "		PARGAS OF KINGSTREE, INC. " "	
PARGAS OF AUGUSTA, INC. " "		PARGAS OF OAKLAND, INC. " "	
PARGAS OF JACKSONVILLE, INC. " "		PARGAS OF AIKEN, INC. " "	
PARGAS OF ALBEMARLE, INC. " "		PARGAS OF MAXTON, INC. " "	
PARGAS OF SHELBY, INC. " "		PARGAS OF CONWAY, INC. " "	
PARGAS OF DILLON, INC. " "		PARGAS OF SERVICE, INC. " "	
PARGAS OF LORIS, INC. " "		PARGAS OF COURTLAND, INC. " "	
PARGAS OF GLASGOW, INC. " "		PARGAS OF NEWBERRY, INC. " "	
PARGAS OF CHARLESTON, INC " "		PARGAS OF EXMORE, INC. " "	

404

RECORD 12.50  
B SUB 13.50  
04 6018 7-24P12:49

AMENDMENT TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HAGERSTOWN ELDERLY ASSOCIATES, LIMITED PARTNERSHIP

WHEREAS, the original Certificate of Limited Partnership of Hagerstown Elderly Associates, Limited Partnership, a Maryland Limited Partnership (the "Partnership") was filed with the State Department of Assessments and Taxation on October 18, 1982; and

WHEREAS, an Amended and Restated Certificate of Limited Partnership of the Partnership was filed on July 19, 1983; and

WHEREAS, the Partnership wishes to reflect the correct ownership of one Unit of limited partnership interest as of the date of said Amended and Restated Certificate.

NOW, THEREFORE, the undersigned do hereby amend the Certificate of Limited Partnership as follows:

1. Exhibit A, listing the names and addresses of the Limited Partners, is hereby amended to delete the name of Dr. Ho-Kang Liu and to replace same with Dr. Ho-Kang Liu and Theresa L. Liu, Joint Tenants with Right of Survivorship.

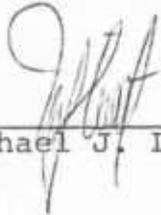
2. In all other respects the said certificate is hereby reaffirmed.

22 b v 2- 434 183

40338033

IN WITNESS WHEREOF, the undersigned have executed  
this Amendment to the Certificate of Limited Partnership this  
23<sup>rd</sup> day of January, 1984.

GENERAL PARTNER:

  
\_\_\_\_\_  
Michael J. Levitt

ENTERING LIMITED PARTNER:

  
\_\_\_\_\_  
Ho-Kang Liu and Theresa L. Liu,  
Joint Tenants with Right of Sur-  
vivorship, by Michael J. Levitt,  
attorney-in-fact.

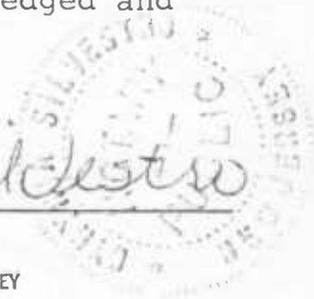
WITHDRAWING LIMITED PARTNER:

  
\_\_\_\_\_  
Ho-Kang Liu, by Michael J. Levitt,  
attorney-in-fact.

STATE OF NEW JERSEY :  
 : SS.  
 COUNTY OF CAMDEN :

BE IT REMEMBERED, that on this 23<sup>rd</sup> day of January, 1984, before me, the subscriber, personally came MICHAEL J. LEVITT, general partner and as attorney-in-fact for Ho-Kang Liu and Theresa L. Liu, Joint Tenants with Right of Survivorship, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged and swore that he executed the same.

*Cynthia Silvestro*  
 CYNTHIA SILVESTRO  
 NOTARY PUBLIC OF NEW JERSEY  
 My Commission Expires March 9, 1988



(SEAL)

POWER OF ATTORNEY

The undersigned hereby irrevocably makes, constitutes and appoints MICHAEL J. LEVITT as his agent and attorney-in-fact with full power of substitution for the purpose of executing, acknowledging, swearing to, and filing the following:

1. The amended Certificate of Limited Partnership of HAGERSTOWN ELDERLY ASSOCIATES, LIMITED PARTNERSHIP, a Maryland Limited Partnership, as well as any further amended Certificate of Limited Partnership.

2. Any certificate or other instruments which may be required to be filed by the Partnership under the laws of Maryland or such states in which the said agent shall deem advisable to file.

3. Any amendment to the Partnership Agreement which may be required in order to conform same to the laws of Maryland or to the rules and regulations of the Department of Housing and Urban Development or any other agency having jurisdiction over the Partnership's housing project.

It is expressly understood and intended that this Power of Attorney is coupled with an interest, shall be irrevocable and shall survive the death or incapacity of the undersigned.

Dated: October 11, 1983

[Signature]  
Signature  
[Signature]  
Spouse's Signature  
(if joint ownership)

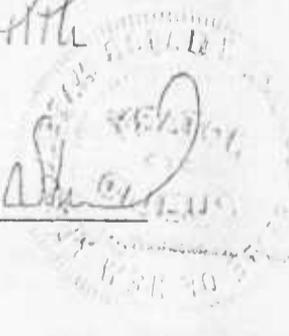
COUNTY OF Bronx :  
STATE OF New York : ss

Before me, the undersigned Notary Public in and for the County of Bronx, State of New York, personally appeared Ho-KANG & Theresa L. Liu and, being duly sworn, acknowledged the execution of the foregoing Power of Attorney.

WITNESS my hand and notarial seal this 11th day of October, 1983.



[Signature]  
DEBOURA V. MAJOR-HAZELL  
Notary Public, State of New York  
No. 03-4743866  
Qualified in Bronx County  
Commission Expires March 30, 1985



POWER OF ATTORNEY

The undersigned hereby irrevocably makes, constitutes and appoints MICHAEL J. LEVITT as his agent and attorney-in-fact with full power of substitution for the purpose of executing, acknowledging, swearing to, and filing the following:

1. The amended Certificate of Limited Partnership of HAGERSTOWN ELDERLY ASSOCIATES, LIMITED PARTNERSHIP, a Maryland Limited Partnership, as well as any further amended Certificate of Limited Partnership.

2. Any certificate or other instruments which may be required to be filed by the Partnership under the laws of Maryland or such states in which the said agent shall deem advisable to file.

3. Any amendment to the Partnership Agreement which may be required in order to conform same to the laws of Maryland or to the rules and regulations of the Department of Housing and Urban Development or any other agency having jurisdiction over the Partnership's housing project.

It is expressly understood and intended that this Power of Attorney is coupled with an interest, shall be irrevocable and shall survive the death or incapacity of the undersigned.

Dated: Oct. 11, 1983

[Signature]

Signature

[Signature]

Spouse's Signature  
(if joint ownership)

COUNTY OF Bronx :  
STATE OF New York : ss

Before me, the undersigned Notary Public in and for the County of Bronx, State of New York, personally appeared Ho-Kang & Theresa L. Liu and, being duly sworn, acknowledged the execution of the foregoing Power of Attorney.

WITNESS my hand and notarial seal this  
, 1983.

[Signature]



HAGERSTOWN ELDERLY ASSOCIATES, LIMITED PARTNERSHIP

## SCHEDULE "A"

<u>LIMITED PARTNERS:</u>	<u>Unit</u>	<u>Partnership Percentage</u>
Richard P. Anderson, DDS 100 Hunters Branch San Antonio, TX 78231	1	99/35
Elmer E. Brech 1140 Coral Way Singer Island Riviera Beach, FL 33404	1/2	49.5/35
Jacob & Bernice Becher, Joint Tenants with Right of Survivorship 423 Fairfax Avenue Norfolk, VA 23507	1	99/35
Beverly F. Cohen, PHD 2314 Lake Circle Drive Eldersberg, MD 21784	1	99/35
Walter Scott Derish 17 Spring Place North Babylon, NY 11704	1	99/35
Bernard Goldstein 6511 East Ludlow Avenue Scottsdale, AZ 85254	2	198/35
John L. & Margaret S. Harrell, Joint Tenants with Right of Survivorship 4326 Middle Lake Drive Tampa, FL 33624	1	99/35
Jerry B. Hartman 10060 Daisy Avenue Palm Beach Gardens, FL 33410	1/2	49.5/35
Marcus F. Jeffrey 12311 Alston Stafford, TX 77477	1	99/35
Dr. Philip S. Kantor 150 West Pike Street Canonsburg, PA 15317	1	99/35

HAGERSTOWN ELDERLY ASSOCIATES, LIMITED PARTNERSHIP

## SCHEDULE "A" (CTD.)

<u>LIMITED PARTNERS:</u>	<u>Unit</u>	<u>Partnership Percentage</u>
Elliot H. Klorfein 254 North Woods Road Palm Beach, FL 33480	1/2	49.5/35
Ronald J. & Diane D. Lanio, Joint Tenants with Right of Survivorship 3705 Commodore Point Circle Midlothian, VA 23113	1	99/35
Dr. Ho-Kang Liu & Theresa L. Liu, Joint Tenants with Right of Survivorship 3 Valleywood Drive Scotia, NY 12302	1	99/35
Hong Sun & Jenny Liu Joint Tenants with Right of Survivorship 284 Moraga Way San Jose, CA 95119	1	99/35
Thomas W. & Alice E. McNally Joint Tenants with Right of Survivorship 1602 Meadow Avenue Stockton, CA 95207	1	99/35
Herbert Mendelson 24508 Lafayette Circle Southfield, MI 48075	1	99/35
Jack H. Murchison 10606 Tarleton Houston, TX 77024	1	99/35
Gerhard H. & Dorothy Ohlhaber, Joint Tenants- In-Common 2805 Sunset Houston, TX 77005	1	99/35
Frank & Geraldine Pedroncelli, Community Property 30 East Ingram Stockton, CA 95204	1	99/35

HAGERSTOWN ELDERLY ASSOCIATES, LIMITED PARTNERSHIP

## SCHEDULE "A" (CTD.)

<u>LIMITED PARTNERS:</u>	<u>Unit</u>	<u>Partnership Percentage</u>
Richard E. Robbins 245 East 40th Street New York, NY 10016	1	99/35
Rusty Sport Associates, General Partnership 111 Golf View Terrace Fairfield, CN 06432	1	99/35
Donald E. & Constance J. Seibert, Joint Tenants with Right of Survivorship 606 East Maple North Canton, OH 44720	1	99/35
Alberto C. Serrano, MD 2035 Riva Ridge San Antonio, TX 78248	1	99/35
James E. & Natalie H. Service, Joint Tenants with Right of Survivorship Quarters AA, Naval War College Newport, RI 02840	1	99/35
Steven L. & Elizabeth M. Sinn, Joint Tenants with Right of Survivorship 369 Carriage Lane Wyckoff, NJ 07481	1	99/35
WPT Associates, General Partnership c/o Bridgeport Radiology Associates 50 Ridgefield Avenue Bridgeport, CN 06604	1	99/35
Ernest K. Smith, DVM 3812 Northshore Drive West Palm Beach, FL 33407	1/2	49.5/35

HAGERSTOWN ELDERLY ASSOCIATES, LIMITED PARTNERSHIP

## SCHEDULE "A" (CTD.)

<u>LIMITED PARTNERS:</u>	<u>Unit</u>	<u>Partnership Percentage</u>
Earl D. Stewart, Jr. 125 Easterey Road North Palm Beach, FL 33408	1	99/35
Jack L. & Patricia A. Sturdivant, Joint Tenant with Right of Survivorship 17 Windermere Lane Houston, TX 77063	1	99/35
Stuart A. Terry, MD 3811 Morgans Creek San Antonio, TX 78230	1	99/35
Stephen A. Vargo, Jr. 1039 Jefferson Street McKeesport, PA 15132	2	198/35
Theodore J. & Florence Walcyk, Joint Tenants with Right of Survivorship 15 Dorchester Road Englewood Cliffs, NJ 07632	1	99/35
Dr. James & L. SuzAnn Wheatley Joint Tenants with Right of Survivorship 668 Sedgefield Street, S.W. Concord, NC 28205	1	99/35

CERTIFICATE OF AMENDMENT

413

OF

HAGERSTOWN ELDERLY ASSOCIATES,  
LIMITED PARTNERSHIP

received for record February 2, 1984

, at 9:22 AM.

and recorded on Film No. 2635

Frame 003026 one of

the limited partnership records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County

AA No 2819

Fee Paid \$50.00

12.50

BYRON  
WINSTON CO  
MINEN RECORD  
1983

14-16 ELIZABETH STREET PROPERTIES LIMITED PARTNERSHIP  
CERTIFICATE OF LIMITED PARTNERSHIP

First: We, Stephen B. Sagi, 33 West Franklin Street, Hagerstown, Maryland 21740, and Peter Schaeffer and Vida M. Schaeffer, 12303 Guinevere Road, Glenn Dale, Maryland 20769, do hereby form a limited partnership, 14-16 Elizabeth Street Properties Limited Partnership, under and by virtue of the general laws of the State of Maryland.

Second: Stephen B. Sagi declares himself to be a general partner, and Peter Schaeffer and Vida M. Schaeffer declare themselves to be limited partners of said 14-16 Elizabeth Street Limited Partnership.

Third: The purpose of the limited partnership shall be to acquire, own, develop, construct, maintain, operate and manage primarily for residential rental project (the "Project") identified as 14-16 Elizabeth Street, Washington County, Maryland.

Fourth: The principal office of the Limited Partnership shall be 33 West Franklin Street, Hagerstown, Washington County, Maryland 21740. ✓

Fifth: The name and address of the resident agent for the Limited Partnership shall be Stephen B. Sagi, 33 West Franklin Street, Hagerstown, Maryland 21740. ✓

Sixth: (A) The name and the address of the General Partner is:

Stephen B. Sagi  
33 West Franklin Street  
Hagerstown, Maryland 21740

(B) The names and address of the Limited Partners are:

Peter Schaeffer  
12303 Guinevere Road  
Glenn Dale, Maryland 20769

Vida Schaeffer  
12303 Guinevere Road  
Glenn Dale, Maryland 20769

Seventh: The limited partnership is to exist commencing with the execution of this Certificate and shall terminate on December 31, 1994, unless it dissolved at an earlier date as provided in the Limited Partnership Agreement.

Eighth: The following partners have contributed the following amounts of cash:

Peter Schaeffer and	\$10,000.00
Vida M. Schaeffer	
Stephen B. Sagi	\$ 100.00

37

40488070

The limited partner shall not be required to make any further contributions to the Partnership.

Ninth: The partners shall not have the right to admit additional limited partners or assign their partnership interest without the consent of all partners. Nothing contained in this paragraph, however, shall prevent the interest of any limited partner from being transferred or disposed of by will or intestacy to or for the benefit of the deceased partner's immediate family.

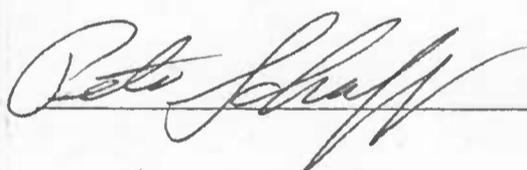
Tenth: No limited partner shall have priority over any other limited partner either as to contributions to capital or as to compensation by way of income.

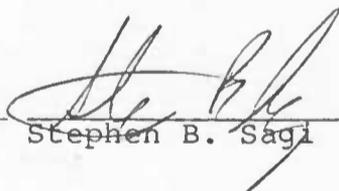
Eleventh: In the event of death, retirement or insanity of a general partner, the remaining general partner shall have the right to continue the business. In the event of the death of both general partners, an election of a new general partner by the limited partners is required for the partnership to survive or the partnership shall be dissolved upon the death of the second general partner.

Twelfth: A limited partner shall not have the right to demand or receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, we have signed the Certificate of Limited Partnership this 30th day of December, 1983, and we acknowledge the same to be our act.

WITNESS:

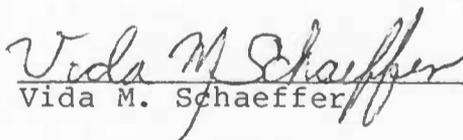


  
Stephen B. Sagi



  
Peter Schaeffer



  
Vida M. Schaeffer

BYRD  
WESTERN CO

416

CERTIFICATE OF LIMITED PARTNERSHIP

OF

14-16 ELIZABETH STREET PROPERTIES LIMITED PARTNERSHIP

received for record February 17, 1984, at 9:28 A M.

and recorded on Film No. 2636 Frame 003303 one of

the limited partnership records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA N<sup>o</sup> 2902

Fee Paid \$50.00

12.50

bt

TRISTATE INVESTORS LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP

THIS IS TO CERTIFY that the undersigned do hereby form a Limited Partnership pursuant to the Maryland Revised Uniform Limited Partnership Act, this 23rd day of February, 1984, as follows:

1. Name. The name of the partnership shall be TRISTATE INVESTORS LIMITED PARTNERSHIP.

2. Purposes. The purposes of the Partnership are the acquisition, ownership, development, operation, lease and/or sale of real and/or personal property, and any other purposes that are necessary to protect or enhance the assets of the Partnership.

3. Principal Office. The location of the principal office of the Partnership is 1741 Dual Highway, P.O. Box 469, Hagerstown, Maryland 21740-0469.

4. Resident Agent. The Resident Agent for the Partnership is John M. Waltersdorf, whose address is 1741 Dual Highway, P.O. Box 469, Hagerstown, Maryland 21740-0469. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

5. General Partner. The name and address of the General Partner is:

Tristate Electrical Supply Co., Inc.,  
a Maryland corporation  
1741 Dual Highway  
P.O. Box 469  
Hagerstown, Maryland 21740-0469

6. Limited Partner. The name and address of the Limited Partner is:

John M. Waltersdorf  
1741 Dual Highway  
P.O. Box 469  
Hagerstown, Maryland 21740-0469

7. Contribution of Limited Partner. The Limited Partner shall contribute \$1,000.00 in cash to the capital of the Partnership.

8. Additional Contributions by the Limited Partner. The Limited Partner has not agreed to make any additional contributions to the Partnership.

9. Grant to Assignee of Right to Become a Limited Partner. The Limited Partner may not grant to an assignee of his Partnership interest the right to become a Limited Partner.

10. Withdrawal of General Partner. The General Partner shall cease to be a General Partner in the event of its bankruptcy, dissolution, liquidation, or withdrawal from the Partnership, in which event the Partnership shall dissolve and terminate unless all of the remaining Partners agree to continue the Partnership. If the Partners so elect to continue, the General Partner shall be and remain liable for all obligations and liabilities incurred by it as General Partner prior to termination of its status as General Partner,

but the General Partner shall be free of any obligations or liabilities incurred on account of the activities of the Partnership after its termination as General Partner; the General Partner's interest, upon such election, shall be converted to a Limited Partnership interest. If the Partnership is dissolved, the General Partner shall receive, after the payment of all Partnership debts and liabilities and the return of the Limited Partner's capital contribution, a distribution in accordance with its capital contribution.

11. Withdrawal of the Limited Partner. The Limited Partner shall have the right to withdraw from the Partnership upon 90 days notice to the General Partners.

12. Right of Partner to Receive Property. Distributions of cash funds shall be made by the Partnership, upon approval by the Limited Partner, within 90 days after the close of each fiscal year after the deduction of such reserves as the General Partners determine to be desirable. There exists no other right of a Partner to receive distributions of property, including cash, from the Partnership except upon the dissolution of the Partnership.

13. Return of Limited Partner's Contribution. The Limited Partner has the right to the return of his capital contribution upon his withdrawal from the Partnership and/or the dissolution of the Partnership.

14. Dissolution of Partnership. The Partnership shall be dissolved upon: (1) the bankruptcy, dissolution, liquidation or withdrawal of the General Partner unless all of the remaining Partners agree to continue the Partnership; and (2) the unanimous decision of the persons then holding limited partnership interests in the Partnership.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate the day and year first above written.

WITNESS:

AS GENERAL PARTNER:

TRISTATE ELECTRICAL SUPPLY CO.,  
INC.

Margaret S. Waltersdorf  
Margaret S. Waltersdorf  
Secretary

By: John M. Waltersdorf  
John M. Waltersdorf  
President

AS LIMITED PARTNER:

Shirley A. Walker

John M. Waltersdorf  
John M. Waltersdorf  
President

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TRISTATE INVESTORS LIMITED PARTNERSHIP

received for record February 24, 1984, at 2:53 P M.

and recorded on Film No. 2636 Frame 003658 one of

the limited partnership records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA No 2930

Fee Paid \$50.00  
12.50

bt

BYRON  
WESTON CO  
INDEXED-RECORDED  
FEB 24 1984

RECORD 12.50  
8 SUB 51.00  
04 6021 7-24P12:51

AMBER LANTERNS LIMITED PARTNERSHIP  
CERTIFICATE OF LIMITED PARTNERSHIP

First: I, Stephen B. Sagi, Suite 201, West Franklin Street, Hagerstown, Maryland 21740; Stephen B. Sagi Investment Company, Inc., Suite 201, 33 West Franklin Street, Hagerstown, Maryland 21740, do hereby form a limited partnership, Amber Lanterns Limited Partnership, under and by virtue of the general laws of the State of Maryland.

Second: Stephen B. Sagi, declares himself to be a general partner, and Stephen B. Sagi Investment Company, Inc., declares itself to be limited partner of said Amber Lanterns Limited Partnership.

Third: The purpose of the limited partnership shall be to acquire, own, develop, construct, maintain, operate and manage commercial and residential real estate projects (the "Project") identified as follows:

136-138 South Potomac Street  
25-29 North Locust Street  
Hagerstown, Maryland 21740

Fourth: The princial office of the Limited Partnership shall be Suite 201, 33 West Franklin Street, Hagerstown, Washington County, Maryland 21740.

Fifth: (A) The name and the address of the General Partner and resident agent is:

Stephen B. Sagi  
Suite 201  
33 West Franklin Street  
Hagerstown, Maryland 21740

(B) The name and address of the Limited Partner is:

Stephen B. Sagi Investment Company, Inc.  
Suite 201  
33 West Franklin Street  
Hagerstown, Maryland 21740

Sixth: The limited partnership is to exist commencing with the recordation of this Certificate and shall terminate on December 31, 1994, unless it dissolved at an earlier date as provided in the Limited Partnership Agreement.

Seventh: The following partners have contributed the following amounts of cash:

Stephen B. Sagi \$ 100.00  
Stephen B. Sagi Investment Company, Inc. \$ 100.00

The limited partner shall not be required to make any further contributions to the Partnership.

40418197

Eighth: The partners shall not have the right to admit additional limited partners or assign their partnership interest without the consent of all partners. Nothing contained in this paragraph, however, shall prevent the interest of any limited partner from being transferred or disposed of by will or intestacy to or for the benefit of the deceased partner's immediate family.

Ninth: No limited partner shall have priority over any other limited partner either as to contributions to capital or as to compensation by way of income.

Tenth: In the event of death, retirement or insanity of a general partner, the remaining general partner shall have the right to continue the business. In the event of the death of both general partners, an election of a new general partner by the limited partners is required for the partnership to survive or the partnership shall be dissolved upon the death of the second general partner.

Eleventh: A limited partner shall not have the right to demand or receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, we have signed the Certificate of Limited Partnership this 9th day of February, 1984, and we acknowledge the same to be our act.

WITNESS:

[Handwritten Signature]

[Handwritten Signature]  
Stephen B. Sagi

STEPHEN B. SAGI INVESTMENT COMPANY, INC.

[Handwritten Signature]

BY: [Handwritten Signature]  
Stephen B. Sagi, President

CERTIFICATE OF LIMITED PARTNERSHIP

OF

AMBER LANTERNS LIMITED PARTNERSHIP

received for record February 9, 1984

, at 2:21 P M.

and recorded on Film No. 2636

Frame No. 003177 one of

the limited partnership records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA No 2893

Fee Paid

\$50.00

12.50

bt

ARTICLES OF INCORPORATION  
HAGERSTOWN-WASHINGTON COUNTY CHAMBER OF  
COMMERCE FOUNDATION, INC.

I, E. Kenneth Grove, Jr., whose post office address is 81 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

FIRST: The name of the corporation, which is hereinafter referred to as the "Corporation", shall be:

HAGERSTOWN-WASHINGTON COUNTY CHAMBER OF  
COMMERCE FOUNDATION, INC.

SECOND:

a. The Corporation is organized for the purposes of encouraging the growth of the community and enhancing the quality of life for all of its citizens and in furtherance of such goals it shall:

1. Promote economic growth.
2. Improve educational opportunities and civic awareness by the undertaking of studies and research, the conduct of training courses, seminars, lectures, forums, and the establishment of discussion groups.
3. Foster economic and social stability through the maximum use of available human resources.
4. Support constructive planning and development via the establishment of community goals.
5. Recognize the efforts of individuals, businesses and groups to achieve the foregoing aims.

b. The Corporation shall exercise all powers accorded a Maryland non-profit corporation but only to the extent the exercise of such powers are in furtherance of exempt purposes as hereinafter provided.

c. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in any political campaign on

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behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

THIRD: The post office address of the principal office of the Corporation in Maryland is: 43 Summit Avenue, Hagerstown, Maryland 21740. ✓

The name and post office address of the Resident Agent of the Corporation in Maryland is: John E. Ritchey, 43 Summit Avenue, Hagerstown, Maryland 21740. ✓

Said Resident Agent is an individual actually residing in Maryland.

FOURTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

FIFTH: The number of Directors of the Corporation shall be seven (7), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than five (5). The names of the current directors who shall act until their successors are duly chosen and qualified are:

Maynard L. Patterson  
Roland G. Hebb  
Robert N. Bowers  
John A. Doarnberger

Michael A. Gardner  
Atlee C. Kepler  
D. Blaine Weaver

SIXTH: Upon dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, the Directors shall dispose of the remaining assets to the Hagerstown-Washington County Chamber of Commerce, Inc. In the event that said entity is no longer in existence, or if there is no successor organization or body or in the event it no longer retains its exemption from taxation under the Internal Revenue Code, then the Directors shall dispose of the remaining assets to a similar organization qualified for tax exempt status under Section 501(c)(3) of the Internal Revenue Code having similar purposes to those described in Item Second of these Articles.

IN WITNESS WHEREOF, I have signed these Articles and  
acknowledge same to be my act this 7<sup>th</sup> day of February  
A.D., 1984.

WITNESS:

Nancy C. Boyle

E. Kenneth Grove, Jr.

E. Kenneth Grove, Jr.

(SEAL)

IRON

WESTON CO

LINEAR RECORDED

1984

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN-WASHINGTON COUNTY CHAMBER OF COMMERCE FOUNDAT  
ION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 29, 1984 AT 09:46 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2634, FOLIO 001634, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1877673 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*William W. Fisher*



A 155439

REISNER KIMBER-ALLEN, INC.

ARTICLES OF INCORPORATION

FIRST: I, Donald G. Anderson, whose post office address is 900 Fairview Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is REISNER KIMBER-ALLEN, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) The sale and marketing of pipe organ components and related products and services.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 240 North Prospect Street, Post Office Box 71, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Donald G. Anderson, 240 North Prospect Street, Post Office Box 71, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock, with a par value of One Dollars (\$1.00) per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Donald G. Anderson, David E. Allen and Peter R. Wright.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

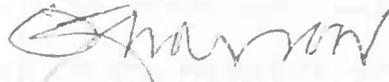
40608121

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31<sup>st</sup> day of February, 1984, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
Donald G. Anderson

ARTICLES OF INCORPORATION  
OF  
REISNER KIMBER-ALLEN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 29, 1984 AT 10:41 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2634, FOLIO 001591 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1677582 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Richard W. Fisher*



A 155430

## ARTICLES OF INCORPORATION

OF

R. H. BRICKER &amp; ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: That I, Robert H. Bricker, whose post office address is 1802 Woodburn Drive, Hagerstown, Maryland, 21740, being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of coporations, associate myself with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: R. H. Bricker & Associates, Inc.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To provide and sell to the general public at retail and wholesale gas grills and other appliances and products.

(b) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

(c) To carry on any other business or businesses which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them, and to facilitate the transaction by the Corporation of the aforesaid business or any part thereof, or the transaction of any other business which may be conducted either directly or indirectly to enhance the value of its assets and property. It is the intention that the above clause shall in no way be limited or restricted by reference to or inference from any other clauses of this paragraph or any other clauses or paragraphs of these Articles of Incorporation, but that the objects, purposes and powers specified in this paragraph and in each of the clauses and paragraphs of these Articles shall be independent objects, purposes and powers. And in general to exercise and enjoy all other privileges, rights and powers granted to or conferred upon corporations by the General Laws of the State of Maryland, now or hereafter in force. The enumeration of special powers, and herein specified, now being

intended to exclude or to be construed as a waiver or limitation of any such other powers, rights, and privileges.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 1802 Woodburn Drive, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is Robert H. Bricker, whose post office address is 1802 Woodburn Drive, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have no less than one director and Robert H. Bricker shall act as such until the first annual meeting or until his successor is duly chosen and qualified.

SIXTH: The Total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

SEVENTH: The management of the property, business and affairs of the Corporation shall be vested in the Board of Directors, who shall dictate its general business policy and, subject to any provisions of statute or to the vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of any class of its stock, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time, without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(c) The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the

Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

(d) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the Directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3<sup>rd</sup> day of FEBRUARY, 1984.

WITNESS:

Robert H. Bricker (SEAL)

Robert H. Bricker

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY, that on the 3<sup>rd</sup> day of FEBRUARY, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert H. Bricker, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

James E. Neikirk

My commission expires July 1, 1988

James E. Neikirk



ARTICLES OF INCORPORATION  
OF  
R. H. BRICKER & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 24, 1984 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2634, FOLI 003144, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1676519 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*William W. Kraker*



A 155320

Received for Record July 24, 1984 at 12:53 o'clock P.M.  
Liber 33

RECORD 5.00  
8 SUB 71.00  
04 6025 7-24P 12:53

ARTICLES OF INCORPORATION

OF

D. W. MASTERS, INC.

THIS IS TO CERTIFY:

FIRST: I, Dennis W. Masters, whose post office address is 15 Harvard Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is D. W. MASTERS, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To manufacture, distribute, buy, sell, import, export, and otherwise deal in and with inexpensive consumer goods made of synthetic materials, wood, and metal, including but not limited to, toys, novelties, models, and hobbyist's supplies, and similar products; to develop, patent, or otherwise legally protect and exploit new formulae and methods for the fabrication of these and similar products; and to manufacture, buy, sell, or otherwise obtain and dispose of machinery, tools, accessories, and all other things necessary or useful in such business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 15 Harvard Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Dennis W. Masters, 15 Harvard Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually

✓  
YLOR, POOLE  
& WANTZ  
ORNEYS AT LAW  
STOWN, MARYLAND

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REC FEB 24 A 11:53

residing in this State.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Dennis W. Masters, John Porter, and Gwen Rager.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11 day of February, 1984, and I acknowledge the same to be my act.

WITNESS:

*James E. Phipps*

*Dennis W. Masters* (SEAL)  
Dennis W. Masters

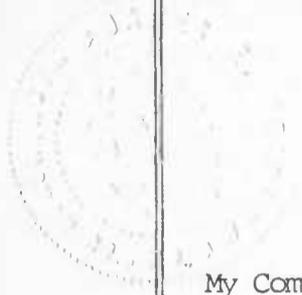
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 11 day of February, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DENNIS W. MASTERS, known to me (or satisfactorily proven) to be the person whose name is subscribed to the

JAYLOR, POOLE & WANTZ ATTORNEYS AT LAW WASHINGTON, MARYLAND

within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.



*James E. Dickel*  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
July 1, 1986.

KAYLOR, POOLE  
& WANTZ  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

ARTICLES OF INCORPORATION  
OF  
D.W. MASTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 24, 1984 AT 11:33 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2634, FOLI 002947, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

01676188 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Richard W. Fisher*



A 155287

Received for Record July 24, 1984 at 2:53 o'clock P.M.  
Liber 33

003836

RECORD 5.00  
5 SUB 76.00  
04 6026 7-24P12:53

441

PITTMAN ENTERPRISES, INC.  
ARTICLES OF INCORPORATION

FIRST: I, W. KENNEDY BOONE, III, whose post office address is 138 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is PITTMAN ENTERPRISES, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of owning, maintaining and managing of restaurant operations and all activities incidental to the aforesaid; and to also engage in the purchasing of real estate and improvements for the purpose of operating a restaurant and owning, operating, leasing, managing of rental property and to engage in all activities incidental to the aforesaid.

FOURTH: The post office address of the principal office of the Corporation in this State is c/o Roy R. Pittman, 1 Virginia Avenue, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Roy R. Pittman, same as above. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

REC FEB 23 A 11:45

40548277

SIXTH: The number of Directors of the Corporation shall be three (3) which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Roland G. Funk, W. Kennedy Boone, III, and Roy R. Pittman.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, vot-

ing powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted

by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of FEBRUARY, 1984, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
W. Kennedy Boone, III

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 17<sup>th</sup> day of February, 1984, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared W. Kennedy Boone, III, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Bonita L. House  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
PITTMAN ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 23, 1984 AT 11:45 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2634, FOLIO 003835 OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_

D1675008 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*David W. Fisher*



A 155253

SPRINGFIELD MIDDLE SCHOOL BAND BOOSTERS, INC.

ARTICLES OF INCORPORATION

RECORD  
B SUB  
04 6027

5.00  
81.00  
7-24P12:54

I. NAME

The undersigned, comprising the original Board of Directors of said Corporation, each being at least eighteen (18) years of age agree to become a non-profit, non-stock Corporation under the provisions of Title 3, Subtitle 104 and 105, Subtitles 201-208, and 701-702 of the "Corporation and Associations Article" of the Annotated Code of Maryland.

PRESIDENT:

Linda Huffman 45 1/2 East Lincoln Avenue  
Hagerstown, Maryland 21740

VICE-PRESIDENT:

Victor Conrad 1871 Stone Valley Drive  
Hagerstown, Maryland 21740

SECRETARY:

Linda Davis 104 Marbern Road  
Hagerstown, Maryland 21740

TREASURER:

David Drawbaugh III 108 Sheridan Drive  
Williamsport, Maryland 21795

The name of the Corporation is:

SPRINGFIELD MIDDLE SCHOOL BAND BOOSTERS, INC.

II. DURATION OF EXISTENCE

The existence of this Corporation is to be perpetual.

III. PURPOSES

This Corporation is organized to assist the Springfield Middle School Band and its Director to obtain and maintain a high level of musical competence, spirit and pride, through moral and financial support.

IV. POWERS

To realize its purposes, the Corporation shall:

...contribute funds toward the purchase of uniforms and equipment for the use of the band members and toward other band activities deemed to be appropriate by the Corporation;

...receive donations, gifts, or grants from private and public sources;

...charge dues, initiation fees, or annual assessments from members, if any there be, or from associates of the Corporation;

...enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government;

1984 FEB 15 A 9:59

40468187

---purchase, take, receive, lease, take by gift devise, or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, where ever situated;

---sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

---draw, make, accept, endorse, execute, issue, discount, have discounted, sell, and deal in every lawful way in promissory notes, bills of exchange, trade acceptances, warrants, bonds, debentures, and all other specie of negotiable or non-transferable instruments;

---borrow or raise money for the purpose of the Corporation

---secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;

---carry on any activity whatsoever which the Corporation may deem proper or convenient or which may be calculated directly or indirectly to promote the interests of the Corporation or enhance the value of its assets;

---conduct its business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States;

---make donations, grants, awards, or gifts, to any person or institution in furtherance of its purposes;

---said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law)

---and exercise all other powers lawful under the laws of the State of Maryland and the United States of America.

#### V. POWERS NOT TO BE EXERCISED

Nothing contained in these Articles shall authorize or be deemed to allow the Corporation to possess any powers, objects, or purposes, or to carry on any business not permitted by the laws of the State of Maryland or intended by Section 501 (c)(3) of the Internal Revenue Code of 1954, As Amended.

In particular, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons -- except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and exercise of the powers set forth above.

No substantial part of the activities of the Corporation shall be devoted to carrying on propoganda or attempting to influence legislation. Nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for office or proposition.

Notwithstanding any other provisions of these Articles the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax or a corporation to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Act (or any other appropriate or corresponding provision enacted in the future).

Nor shall any act, deed, gift, donation, contract, or any other action of the Corporation be in violation of any regulation governing band member participation.

#### VI. DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision to pay all the outstanding liabilities and obligations of the Corporation, dispose of all remaining assets of the Corporation in such manner and to such organizations as the Board of Directors shall decide, provided that the beneficiary of such distribution is Springfield Middle School. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

#### V. BY LAWS

The Corporation shall be regulated and all of its affairs managed as provided by the by-laws of the Corporation adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, revise, or adopt new by-laws.

In addition to other matters not here described, the by-laws shall provide for the designations of classes of members, if any, their qualifications, voting rights, and methods of appointment. The by-laws shall control the number of directors, actions they may take, the meeting to be held, and the removal of directors. The times, places, manners of notice, and purposes for which meetings may be held shall be provided in the by-laws.

VIII. MEMBERSHIP

The Board of Directors will decide whether or not the Corporation will have members. If the Corporation is to have members, the Board of Directors shall specify in the by-laws the qualifications required, dues, application procedures, classes, and all other attributes of membership.

IX. BOARD OF DIRECTORS

The business and affairs of the Corporation shall be governed by a Board of Directors to be selected as provided in the by-laws. The number of directors, their qualifications, method of selection, terms and all powers of the directors shall be as specified in the by-laws. The initial Board of Directors shall number four, all of whom shall serve until the first annual meeting of the Corporation.

In the event that an elected Director fails to serve or a vacancy occurs for any reason, or the Board is enlarged, the remaining Directors may elect the required number of new Directors to fill the terms, except that when the Board has acted to enlarge the size of the Board of Directors, any director so elected may serve only until the next annual meeting.

Directors may be re-elected after having served a full term.

The quorum required to be present to constitute a validly held meeting, the procedures to be followed in all meetings and actions without meetings are to be as provided in the by-laws. The Board shall elect officers for the Corporation for such terms and compensation as the by-laws may provide.

Directors may be removed as provided in the by-laws.

X. OFFICERS

The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The by-laws may provide for other officers. All are to be selected, have such duties, and be subject to removal as provided in the by-laws. All officers and directors of the Corporation will serve on a volunteer basis.

XI. PRINCIPAL OFFICE

The primary office of the Corporation will be located in Williamsport, Maryland, the address being: 305 Sunset Avenue, Williamsport, Maryland, 21795

The name and post office address of the resident agent in Maryland are:

Springfield Middle School  
305 Sunset Avenue  
Williamsport, Maryland 21795  
Attn: Garman Bowers, Band Boosters

XII. ISSUANCE OF STOCK

The Corporation shall not be authorized to issue capital stock.

In witness whereof, we have signed these Articles of Incorporation on FEBRUARY 9, 1984, and severally acknowledge the same to be our act.

PRESIDENT- Linda S. Huffman  
Linda Huffman

VICE-PRESIDENT- Victor L. Conrad  
Victor Conrad

SECRETARY- Linda Davis  
Linda Davis

TREASURER- David H. Drawbaugh III  
David Drawbaugh, III



STATE OF MARYLAND  
COUNTY OF WASHINGTON, to wit:

I, Connie L. Slifer, a Notary Public in and for the said county, hereby certify that those persons whose names are signed to the above Articles of Incorporation as its incorporators, bearing date the 9th day of Feb., 1984, have this day, before me, in my said State and County, acknowledged the same.

GIVEN under my hand this 9th day of Feb., 1984.

Connie L. Slifer  
Notary Public

My commission expires: 7/1/86

Seal

ARTICLES OF INCORPORATION  
OF  
SPRINGFIELD MIDDLE SCHOOL BAND BOOSTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 15, 1984 AT 09:59 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2633, FOLI 002097, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1671825 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 154964

RECORD 5.00  
B SUB 86.00  
04 6028 7-24P12:54

ARTICLES OF INCORPORATION

OF

P & M POOL SERVICES, INC.  
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is P & M POOL SERVICES, INC.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

FOURTH: The purposes for which the Corporation is formed are as follows:

To design, construct and repair swimming pool systems.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office of the principal office of the Corporation in this State is 1917 Applewood Drive, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Howard W. Poffenberger, Jr., 1917 Applewood Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The Corporation elects to have no board of directors. Howard W. Poffenberger will serve as director until the election to have no board of directors becomes effective.

40458343

~~40378225~~  
M

453

1984 FEB 14 11:32 AM

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 31st day of January, 1984.

WITNESS:

Daniel G. Hoang

Russell R. Marks (SEAL)  
Russell R. Marks

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 31st day of January, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Daniel G. Hoang  
Notary Public



My Commission Expires:  
July 1, 1986

AGREEMENT OF INCORPORATION  
OF  
F & M POOL SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 14, 1984 AT 11:36 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2632, FOLIO 002242 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1669647 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 154884

## ARTICLES OF INCORPORATION

OF

CELL-MAX CORP.  
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is CELL-MAX CORP.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

FOURTH: The purposes for which the Corporation is formed are as follows:

To provide consultations on applied research for the establishment of programs requiring development and implementation of large scale and small scale eukaryotic and prokaryotic cell culture systems for the production of kiloliter quantities of mammalian cells.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office of the principal office of the Corporation in this State is 664 Pin Oak Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Frederick (NMN) Klein, 664 Pin Oak Road, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) per share, all of single class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

40388165

1984 FEB -7 A 10:44

SEVENTH: The Corporation elects to have no board of directors. Frederick (NMN) Klein will serve as director until the election to have no board of directors becomes effective.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 1 day of February, 1984.

WITNESS:

Patricia L. Witmer

Howard W. Gilbert, Jr. (SEAL)  
Howard W. Gilbert, Jr.

I HEREBY CERTIFY, that on this 1st day of February, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
CELL-MAX CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 07, 1984 AT 10:49 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2631, FOLIO 003749, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1665918 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 154662

## ARTICLES OF INCORPORATION

OF

OAK PLUMBING/HEATING, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George F. Horn, Jr., whose post office address is 330 West Oak Ridge Drive, Hagerstown, Maryland 21740; Charles W. Patterson, whose post office address is 2070 Lincoln Way East, Chambersburg, Pennsylvania 17201; and George Sherman Horn, whose post office address is 121 Holly Terrace, Hagerstown, Maryland 21740, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is OAK PLUMBING/HEATING, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To carry on and conduct a mechanical contracting business, including heating and plumbing work; to execute contracts or to receive assignments of contracts therefor, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust

certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(d) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purpose.

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through

others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(f) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation is 330 West Oak Ridge Drive, Hagerstown, Maryland 21740. The resident agent of the Corporation is George F. Horn, Jr., whose post office address is 330 West Oak Ridge Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually lives therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten million (10,000,000) shares of the par value of one cent (\$.01) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three Directors: George F. Horn, Jr., 330 West Oak Ridge Drive, Hagerstown, Maryland 21740; Charles W. Patterson, 2070 Lincolnway East, Chambersburg, Pennsylvania 17201; and George Sherman Horn, 121 Holly Terrace, Hagerstown, Maryland 21740. These three persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any

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of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of

*40*

the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

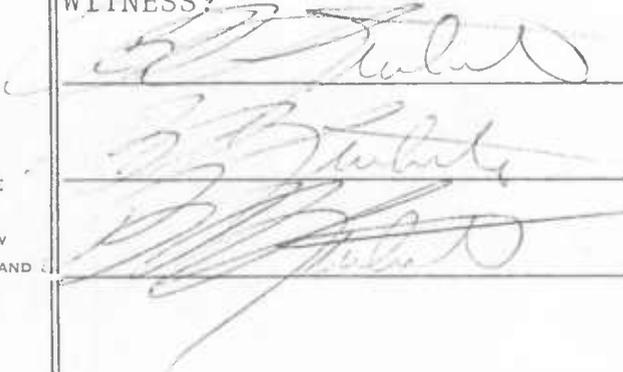
(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entitles.

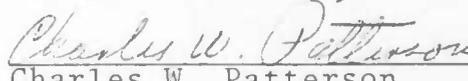
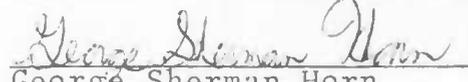
EIGHTH: The Corporation shall indemnify its directors, officers, employees and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 31<sup>st</sup> day of January, 1984.

WITNESS:



 (SEAL)  
George F. Horn, Jr.  
 (SEAL)  
Charles W. Patterson  
 (SEAL)  
George Sherman Horn

KAYLOR, POOLE  
& WANTZ  
ATTORNEYS AT LAW  
GERSTOWN, MARYLAND

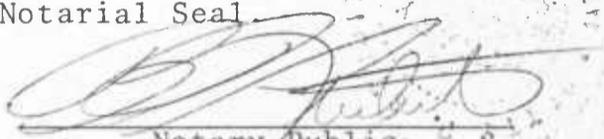


STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 31<sup>st</sup> day of January, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George F. Horn, Jr., Charles W. Patterson and George Sherman Horn and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal

My Commission Expires:  
July 1, 1986

  
Notary Public

*[Handwritten mark]*

ARTICLES OF INCORPORATION  
OF  
OAK PLUMBING/HEATING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 06, 1984 AT 09:53 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2631, FOLIO 003669 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 24 SPECIAL FEE PAID \$

D1665538 6.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D.W. Hill*



A 154649

Received for Record July 24, 1984 at 12:55 o'clock P.M. Liber 33

RECORD 5.00  
8 SUB 102.00  
04 6031 7-24P12:55

ARTICLES OF INCORPORATION

OF

D. L. BAER, INC.

THIS IS TO CERTIFY:

FIRST: I, Donald L. Baer, whose post office address is 2204 Linden Drive, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is D. L. BAER, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) Primarily, to carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, roads, sidewalks, highways, bridges, or manufacturing plants; to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction; to execute contracts or to receive assignments of contracts therefor, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 2204 Linden Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Donald L. Baer, 2204 Linden Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

KAYLOR, POOLE  
& WANTZ  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

403645

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Donald L. Baer, Joan H. Baer, and Todd A. Baer.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31<sup>st</sup> day of January, 1984, and I acknowledge the same to be my act.

WITNESS:

Donald L. Baer (SEAL)  
Donald L. Baer

Charlotte Eichberger

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 31<sup>st</sup> day of January, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DONALD L. BAER, known to me (or satisfactorily

KAYLOR, POOLE  
& WANTZ  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

*Charlotte Echelberger*  
Notary Public

My Commission Expires:  
July 1, 1986.



ARTICLES OF INCORPORATION  
OF  
D. L. BAER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 06, 1984 AT 12:04 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2631, FOLI 003377, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1665033 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*G. B. O'Connell*



A 154599

RECORD 5.00  
B SUB 107.00  
04 6032 7-24P 12:56

ARTICLES OF INCORPORATION

FOR

B.T. WIBBERLEY LTD.

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is B.T. Wibberley LTD.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are as follows:

- (a) Antique and Jewerly restoration and sales.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that

LAW OFFICES RICHARD W. LAURICELLA

1984 FEB -2 A 9:35

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the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of the Corporation.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforesaid enumeration of the purposes, objects and the business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

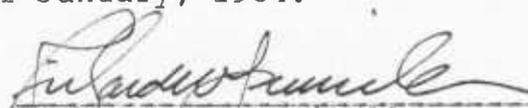
FIFTH: The post office address of the principal office of the Corporation in this State is 110 Wilcox Drive, Williamsport, Maryland 21795. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SEVENTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be Bruce Wibberley.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of January, 1984.  
WITNESS:

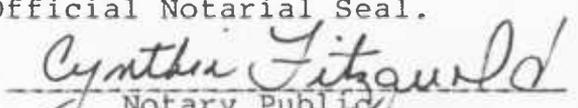
  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of January, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:  
July 1, 1986

  
Cynthia Fitzgerald  
Notary Public

LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION  
OF  
B.T. WIBBERLEY LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 02, 1984 AT 09:35 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2631, FOL 003013, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1664457 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. Robinson*



A 154541

PHARMACEUTICAL INVESTMENTS, INC.

477

ARTICLES OF INCORPORATION

FIRST: I, Kenneth P. Whittemore, Jr., whose post office address is Route 4, Box 95C, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

PHARMACEUTICAL INVESTMENTS, INC.

THIRD: The purposes for which the Corporation is formed are:

1. To own and carry on the business of a pharmaceutical business.
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 4, Box 95C, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Kenneth P. Whittemore, Jr., Route 4, Box 95C, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and
2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Kenneth P. Whittemore, Jr.

David M. Russo

70:9 V 15 NOV 1984

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SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing, shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

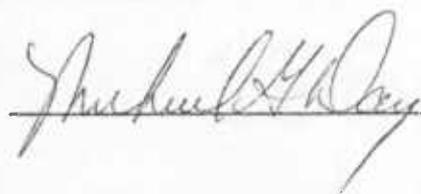
2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by

and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27 day of January, 1984, and I acknowledge the same to be my act.

WITNESS:



 (SEAL)  
Kenneth P. Whittemore, Jr.

ARTICLES OF INCORPORATION  
OF  
PHARMACEUTICAL INVESTMENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY , 31 1984 AT 08:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2630 , FOLIO 001213 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 40 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1660349 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 154426

THE ROTARY CLUB OF LONG MEADOWS FOUNDATION, INC.

RECORD 6.50  
B SUB 118.50  
04 6034 7-24P12:5

ARTICLES OF INCORPORATION

FIRST: I, W. Kennedy Boone, III, whose post office address is 138 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is THE ROTARY CLUB OF LONG MEADOWS FOUNDATION, INC..

THIRD: The purposes for which the corporation is formed are:

(a) The Corporation is organized exclusively for educations and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of

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*W. Kennedy Boone*

them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend to income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any persons or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to

Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provision of the Annotated Code of Maryland for Scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these

Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The Post Office address of the principal office of the Corporation in this State is c/o W. Kennedy Boone, III, Attorney at Law, 138 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is W. Kennedy Boone, III, 138 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the corporation, but shall never be

less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Willaim R. Abeles, Charles E. Creager, Patrick E. Kline, James R. Kraus and Howard C. Wiley.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "Charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the

the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes with in the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men

and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

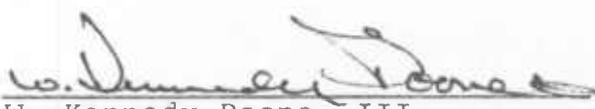
(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 12<sup>th</sup> day of January, 1984, and I acknowledged  
same to be my act.

  
W. Kennedy Boone, III

ARTICLES OF INCORPORATION  
OF  
THE ROTARY CLUB OF LONG MEADOWS FOUNDATION, INC.

489

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY , 27 1984 AT 09:26 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2630 , FOLIO 001785 , ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 26 SPECIAL FEE PAID \$ \_\_\_\_\_

D1659150 6.50

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

D. W. Hill



A 154307

Received for Record July 24, 1984 at 12:57 o'clock P.M. Liber 33

K & N ATHLETIC DEN INC  
ARTICLES OF INCORPORATION

RECORD 5.00  
E SUB 123.50  
04 8035 7-24P12:57

For the purpose of forming a stock corporation for one or more lawful purposes under the provisions of the Corporations and Associations Articles of the Annotated Code of Maryland, the natural persons hereinafter named, as the person as the incorporator of the said corporation, do hereby adopt and sign the following Articles of Incorporation of the corporation and do hereby acknowledge that his adoption and signing there of is his act:

FIRST: (1) The name of the incorporter is Samuel A. Key.

(2) The incorporator's post office address, including street is and number is 444 Belvedere Road , Hagerstown, Maryland 21740.

(3) The incorporators are forming the corporation named in these Articles of Incorporation under the general laws of the State of Maryland.

(4) The incorporator is at least eighteen years of age.

SECOND: The name of the corporation (hereinafter called the "corporation") is K & N Athletic Den Inc.

THIRD: The purpose for which the corporation is organized is to retail, sell and distribute sporting goods; to enter into, make and perform contracts of every kind which may be necessary for or incidental to the business of this corporation, public or private, pursuant to the laws of the State of Maryland; to purchase or otherwise dispose of real property, improve, or unimproved, and personal property, tangible or intangible, including without limitation, goods, wares, merchandise of every description and securities and obligations of any individual or organization whether or not incorporated; to carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes, or otherwise, of which may be calculated directly or indirectly, to promote the interest of the corporation, or to enhance the value of its property or business, to conduct its business in the State of

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Maryland, in other states, and in foreign countries; and to have and to exercise all of the powers conferred by the laws of the State of Maryland on business corporations organized for profit.

To make, enter into, perform and carry out contracts of every kind and description, as permitted by the General Corporation Law with any person, firm, association, corporation or government or agency or instrumentality thereof.

To do all things necessary and proper to establish, operated and or to desolve to corporation.

The foregoing provisions of this Article Third shall be construed as both purposes and powers and each as an independant purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall, except where otherwise provided in the Article Third, be in no way limited or restricted by reference to an inference from, the terms of any provisions of this or any other Article of these Articles of Incorporation.

FOURTH: The post office address, including street and number, if any and the city or county, of the principal office of the corporation within the state of Maryland is 13 South Potomac, <sup>Street</sup> Washington County, Hagerstown, Maryland 21740.

FIFTH: The name and the post office address, including street and number if any, and the city or county of the resident agent of the corpoation within the State of Maryland is Samuel A. Key, 444 Belvedere Road , Washington County, Hagerstown, Maryland 21740. The words "resident agent" as used herein shall have the meaning ascribed to them by the General Corporation Law. The said resident agent is a citizen of the State of Maryland, actually residing in the State of Maryland.

SIXTH: The total number of shares of stock of all classes which the corporation has authority to issue is (\$3,000.00) Three Thousand Shares of stock at par value of (\$1.00) one dollar. The Director of the corporation is authorized, from time to time, to classify or reclassify

as the case may be, any unissued shares of stock of the corporation. Provisions, if any, governing the restriction on the transferability of any of the shares of stock of the corporation may be set forth in the by-laws of the corporation or in any agreement or agreements duly entered into.

SEVENTH: (1) The number of directors of the corporation, until such number shall be increased pursuant to the by-laws, is 1, one.

(2) The name of the person who shall act as director until the first annual meeting or until a successor is duly chosen and qualify is

Samuel A. Key  
444 Belvedere Road  
Hagerstown, Maryland 21740

(3) The initial by-laws of the corporation shall be made and adopted by the Board of Director. The power to make, alter and repeal by-laws of the corporation shall be vested in the Board.

EIGHTH: No contract or other transaction between the corporation and any other corporation and no other act of the corporation shall, in the absence of fraud, in any way be affect or invalidated by the fact that the director (s) of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporations.

NINTH: From time to time the provisions of these Articles of Incorporation may be amended, altered, or repeal, and other provisions authorized by the General Corporation Law at the time in force may be added or inserted in the manner and at the time prescribed by said Law, and all contracts and rights at any time conferred upon the stockholders of the corporation by these articles of Incorporation are granted subject to the provisions of this Article.

TENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have adopted and signed this Article of Incorporation and do hereby acknowledge that the adoption and signing are my act.

Samuel A Key  
1-26-84

Samuel A. Key  
4444 Belvedere Avenue  
Hagerstown, Maryland 21740

ARTICLES OF INCORPORATION  
OF  
K & N ATHLETIC DEN INC.

493

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY , 26 1984 AT 04:30 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2630 , FOLIO 001556 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1658772 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 154269

Received for Record July 24, 1984 at 12:58 o'clock P.M. Liber 33

RECORD 5.00  
B SUB 128.50  
04 8036 7-24P12:58

THE PSILLAS ORGANIZATION, INC.  
ARTICLES OF AMENDMENT

THIS IS TO CERTIFY THAT:

FIRST: The Articles of Incorporation of The Psillas Organization, Inc., a Maryland corporation (the "Corporation"), are hereby amended by deleting existing Article SECOND in its entirety and adding a new article to read as follows:

"SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

MARYLAND GENERAL INSURANCE AGENCY, INC."

SECOND: The amendment to the Articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approve by the Stockholders of the Corporation as required by law.

THIRD: The undersigned President acknowledges these Articles of Amendment to be the corporate act of said Corporation and with respect to all matters and facts otherwise required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, such matters and facts are true in all material respects and such statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and attested to by its Secretary on this 9<sup>th</sup> day of February, 1984.

ATTEST:

THE PSILLAS ORGANIZATION, INC.

Elizabeth S. Mose  
Elizabeth S. Mose, Secretary

BY: William G. Psillas  
William G. Psillas, President

88 6 V 91 833 884

40478057

ARTICLES OF AMENDMENT

OF

THE PSILLAS ORGANIZATION

Changing its name to

MARYLAND GENERAL INSURANCE AGENCY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 16, 1984 at 9:38 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 26 33, folio 001164, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Handwritten signature of Paul B. Anderson



A. 154031

Received for Record July 24, 1984 at 12:58 o'clock P.M. Liber 33

RECORD 5.00  
8 SUB 133.50  
04 6037 7-24P12:58

EL HOMBRE, INC.

ARTICLES OF INCORPORATION

FIRST: I, JON SCHEELEY, whose post office address is 847 Rolling Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is EL HOMBRE, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To carry on a restaurant business in which Mexican food and other foods are served and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1246 Maryland Avenue, Hagerstown, Maryland 21040. The name and address of the Resident Agent of the Corporation in this State is Jon Scheeley, 847 Rolling Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand shares (10,000) of common stock without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as

amended from time to time. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Jon Michael Scheeley, Merle Edward Taylor, and Jane G. Scheeley.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as otherwise may be provided by the Board of Directors of the Corporation, the holder of shares of stock in the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any

securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH:

(1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent by and in accordance with the indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (1) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (2) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper



ARTICLES OF INCORPORATION  
OF  
EL HOMBRE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 25, 1984 at 10:02 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2632, folio 003755, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Sean W. Fisher*



A 153814

ARTICLES OF AMENDMENT

RECORD 2.50  
SUB 136.00  
4 6038 7-24P12:59

To the Charter of  
"THE TRUSTEES OF ST. PAUL'S EVANGELICAL CHURCH OF ERNSTVILLE."

THIS IS TO CERTIFY:

FIRST

That Whereas, heretofore by certain Articles of Incorporation recorded in Liber 2, Folio 329 of the Land Records of Washington County, Maryland, on February 28, A.D. 1916, "The Trustees of St. Paul's Evangelical Church of Ernstville" adopted the name of "The Trustees of St. Paul's United Evangelical Church of Ernstville" representing a church in the denomination known as "The United Evangelical Church" and,

WHEREAS: In A.D. 1922 "The Evangelical Association" and "The United Evangelical Church", of which the above named congregation was a part, united to form the denomination known as "The Evangelical Church", but the Articles of Incorporation and the corporate name of "The Trustees of St. Paul's United Evangelical Church of Ernstville", were not altered, and,

WHEREAS: "The United Brethren in Christ" and "The Evangelical Church" united on November 26, A.D. 1946 to form the denomination known as, "The Evangelical United Brethren Church", but the Articles of Incorporation, and the name of "The Trustees of St. Paul's United Evangelical Church of Ernstville" were not changed, and,

WHEREAS, "The Evangelical United Brethren Church", of which the aforesaid religious congregation was a member, and "The Methodist Church" were organically united into one denomination to be known as "The United Methodist Church" at a joint session of the Uniting Conference of said denominations at Dallas, Texas on the 23rd day of April A.D. 1968, and,

WHEREAS: According to regulations of said Uniting Conference, and in compliance therewith, the said, "The Trustees of St. Paul's United Evangelical Church of Ernstville" is required to change its name and the members of the said church congregation have expressed their desire to adopt the name of "The St. Paul's United Methodist Church of Big Pool, Maryland,"

NOW THEREFORE: The Articles of Incorporation for "The Trustees of St. Paul's United Evangelical Church of Ernstville" dated February 13, A.D. 1916, are amended by striking Article 1 through Article 5, inclusive, being the whole of the provisions of the Articles of Incorporation, and substituting the following:

ARTICLE I

The Name of the Corporation shall be, "St. Paul's United Methodist Church of Big Pool, Maryland" ✓

ARTICLE II

The office of the Corporation is situate on Old Indian Springs Road, near Ernstville Road, in Big Pool, Maryland, and the mailing address is R.F.D. 1, Box 4, Big Pool, Maryland 21711 ✓

ARTICLE III

The objects of the Corporation shall be the promotion of the Christian Religion through the preaching of the Word of God, the Administration of the Sacraments, ordinances, and other means of grace, the maintenance of worship, and the edification of believers; the evangelization of the world, and the promotion of mis-

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sionary and benevolence causes.

#### ARTICLE IV

The St. Paul's United Methodist Church in Big Pool, Maryland is a part of the Potomac Charge, Baltimore Conference, The United Methodist Church, and as such is a part of the Charge Conference of the Potomac Charge, which is organized and has all the rights and powers conferred upon it according to Part IV, Chapter Two, Section V, Paragraphs 248 and 249, of the Book of Discipline of the United Methodist Church, 1980, and subsequent changes thereto.

#### ARTICLE V

The members of the Corporation shall consist of the members of the said, "The St. Paul's United Methodist Church, of Big Pool, Maryland" as from time to time are shown by the membership records thereof.

#### ARTICLE VI

The Church shall also have an ADMINISTRATIVE BODY, known as THE ADMINISTRATIVE BOARD which shall be organized and have the rights and powers conferred upon it according to Part IV, Chapter Two, Section V, Paragraphs 252 to 255, of The Book of Discipline of the United Methodist Church 1980, and any amendments thereto.

#### ARTICLE VII

1, The Church shall also have a Board of Trustees consisting of not fewer than three (3) nor more than nine (9) persons, all of whom shall be not less than twenty-one (21) years of age, and all of whom shall be members of the Church. By action of the Charge Conference, the Church may limit the age of Trustees to a maximum of seventy-two (72) years.

2. The Trustees shall be nominated and elected as provided for in Part IV, Chapter Eight, Section VII, Paragraphs 2519-1520, of the Book of Discipline of the United Methodist Church, 1980 or subsequent amendments or changes thereto. The current minister may be nominated and elected to the Board of Trustees, if such nomination and election does not alter the number of lay members nominated and elected to the various classes of Trustees.

3. The number of Trustees to serve shall be subject to change from time to time by the members of the Church, at any regular Congregational meeting, or special Congregational meeting, or Charge Conference called for that purpose. The procedure and vote to determine or change the number of Trustees shall be the same as that required to adopt amendments to these Articles.

4. Said Trustees shall have the rights, duties, and powers conferred upon them by Part IV; Chapter Six, Section VII of said The Book of Discipline of the United Methodist Church, 1980, and subsequent amendments or changers thereto.

5. The Board of Trustees shall organize as follows:

(1) Within thirty (30) days after the beginning of the ensuing Conference year, said Board of Trustees shall convene at a time and place designated by the Chairman, or Vice-chairman in the event the Chairman is not reelected a Trustee, or because of his absence, or disability is unable to act, for the purpose of electing officers of the said Board, for the ensuing year and transacting any other business properly brought before it.

(2) The Board of Trustees shall elect from the members thereof, to hold office for a term of one (1) year, or until their successors shall be elected a Chairman, Vice-chairman, Secretary, and Treasurer; provided, however, that the

office of Secretary and Treasurer may be held by the same person. The duties of each officer shall be the same as generally connected with the office held, and which are usually and commonly discharged by the holder thereof,

ARTICLE VIII

The Board of Trustees shall hold an annual meeting before the last Charge Conference of the Church, at which time an annual report shall be prepared, setting forth the transactions of the Board during the year, and the condition of the property belonging to and in trust of the Corporation, a copy of which shall be presented to the next Charge Conference. Special meetings of the Board of Trustees may be called by the Chairman, or when requested by two Trustees.

ARTICLE IX

All vacancies occurring in the Board of Trustees shall be filled, and all the business of the Corporation shall be conducted in strict conformity with the Discipline of the United Methodist Church, 1980, and any subsequent amendments thereto, and the provisions of the Conference in whose bounds the Church is situate.

ARTICLE X

The following named persons shall constitute the Board of Trustees of the Church until their successors are duly elected and qualified, viz:

Chairman: H. Cornell Tedrick	Treasurer: Rodger D. Tedrick
Vice-chairman: Maurice M. Johnson	Member: Charles L. Mellott
Secretary: Charlotte L. Golden	Member: Richard Stephen Aleshire

ARTICLE XI

All conveyances of property to and from the local church shall be made in compliance with the provisions of Part 4, Chapter Six of the Book of Discipline of The United Methodist Church, 1980, and any subsequent amendments thereto.

ARTICLE XII

The Corporation assumes unto itself all rights, powers, and privileges, and immunities which are now, and which may be, during the existence thereof, be conferred by law upon Corporations of a similar character and by the Discipline of The United Methodist Church, 1980, and any subsequent amendments thereto.

ARTICLE XIII

The term of existence of said Corporation shall be perpetual.

ARTICLE XIV

The resident agent of said Corporation shall be Mr. H. Cornell Tedrick, of R.F.D. 2, Box 154, Hagerstown, Maryland 21740, who is a resident and citizen of Washington County, Maryland and actually resides therein. ✓

ARTICLE XV

The Corporation reserves unto itself the right to alter and amend the foregoing Articles of Incorporation and to adopt additional ones, at any annual Congregational or Charge Conference Meeting called for that purpose, and said amendments shall be presented and adopted as provided by Article 23, Section 264 of the 1957 Edition of the Annotated Code of Maryland, and any amendment, or amendments thereto, in manner following:

The Trustees, or a majority of them, shall pass a resolution declaring that the amendment, or amendments is, or are advisable, and calling a meeting of all persons above twenty-one years of age belonging to the Church to take action

thereon. Said meeting shall be announced by the minister from the pulpit at least two (2) weeks prior to the time thereof, and ten (10) days written notice stating the place, day, and hour of such meeting, and the business proposed to be transacted thereat shall be given to each such person by leaving the same with him at his residence or place of business, or by mailing it, postage prepaid, and addressed to him at his address as it appears from the records of the Church.

If two-thirds (2/3) of all such persons attending such meeting vote in favor of the proposed amendment, or amendments, Articles of Amendment setting forth the same and stating that the same has been duly advised by the Trustees, and adopted by such persons, shall be signed and acknowledge in the name of and on behalf of the Church by such Trustees as shall be designated in the resolution adopted for the purpose of declaring such amendment, or amendments advisable, and the matters and facts set forth in said Articles of Amendment shall be verified under oath by the Chairman of the meeting of said persons at which such amendment, or amendments was or were adopted.

In the event that any of the provisions of the foregoing Amended Articles of Incorporation are inconsistent with the Laws of Maryland, and/or the provisions of The Discipline of The United Methodist Church, 1980, and amendments thereto, said provisions shall not be enforced, but the said Discipline and the Laws of the State of Maryland shall be followed.

#### SECOND

That at a meeting of the Trustees of St. Paul's United Evangelical Church of Ernstville, convened and held at St. Paul's United Evangelical Church of Ernstville at 7:30 P.M. on the 3rd Day of November, A.D. 1983, the Amendments of the Articles of Incorporation of said Corporation hereinbefore set forth were duly endorsed by passing a resolution declaring the said Amendments to be advisable, and:

H. Cornell Tedrick, Chairman  
 Maurice M. Johnson, Vice-chairman  
 Charlotte L. Golden, Secretary  
 Rodger D. Tedrick, Treasurer

Trustees of said Corporation were authorized to sign and acknowledge these Articles of Amendment in the name of and on behalf of said Religious Corporation, and at said meeting it was further resolved to submit the proposed amendments to the members of said Religious Association for their approval at the Congregational meeting to be held at St. Paul's United Evangelical Church of Ernstville on the Twenty-seventh day of November, A.D. 1983, after due announcement of the date of the meeting for the purpose of amending the Articles of Incorporation set forth in the original said Articles of Incorporation.

#### THIRD

That after due notice, as above provided, a Congregational meeting of the members of the Religious Corporation was held at the usual place of worship in Big Pool, Maryland, and at said meeting the Amendments to the Articles of Incorporation above set forth were duly adopted by a vote of more than two-thirds (2/3) of the members present and entitled to vote.

IN WITNESS THEREOF, "THE TRUSTEES OF ST. PAUL'S UNITED EVANGELICAL CHURCH OF ERNSTVILLE" caused these presents to be signed in its name, and on its behalf by

H. Cornell Tedrick, Chairman; Maurice M. Johnson, Vice-chairman; Charlotte L. Golden, Secretary; and Rodger D. Tedrick, Treasurer, named in the above mentioned resolution, and its adopted Corporate Seal to be hereunto attached, and attested to by the Secretary on this Twenty-seventh day of November, A.D. 1983.

THE TRUSTEES OF ST. PAUL'S UNITED EVANGELICAL CHURCH OF ERNSTVILLE

By *H. Cornell Tedrick* . . . . .  
Chairman  
    *Maurice M. Johnson* . . . . .  
Vice-Chairman  
    *Charlotte L. Golden* . . . . .  
Secretary  
    *Rodger D. Tedrick* . . . . .  
Treasurer



SEAL

SEAL

SEAL

SEAL

ATTEST TO ADOPTED CORPORATE SEAL:

Secretary *Genevieve S. Tedrick*

ATTEST TO ALL SIGNATURES:

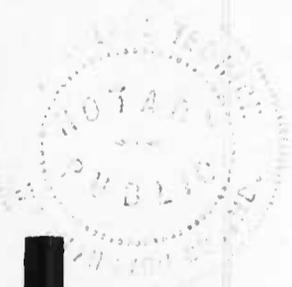
Secretary *Genevieve S. Tedrick*

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I hereby Certify that on the 27th day of November, A.D. 1983, before me the Subscriber, a Notary Public of the State of Maryland in and for Washington County, personally appeared H. Cornell Tedrick; Maurice M. Johnson; Charlotte L. Golden, and Rodger D. Tedrick, Trustees of "The Trustees of St. Paul's Evangelical Church of Ernstville" and in the name of and on behalf of said Corporation did each acknowledge the foregoing Amended Articles of Incorporation to be the Corporate act of said Corporation and at the same time also personally appeared Genevieve S. Tedrick . . and made oath in due form of Law that she was the Secretary of the Congregational Meeting of said Religious Corporation at which the Amendments of Articles of Incorporation set forth in the foregoing Amendmended Articles of Incorporation were adopted and that the matters set forth in the said Amended Articles of Incorporation are true to the best of her knowledge.

IN WITNESS WHEREOF: I have hereunto affixed my hand and official Notarial Seal the day and year first above written.

*M. Doreene Tedrick* . . . . .  
Notary Public  
*Nov. 1, 1986* . . . . .  
My commission expires



ARTICLES OF AMENDMENT

OF

THE TRUSTEES OF ST. PAUL'S UNITED EVANGELICAL CHURCH OF ERNSTVILLE

Changing its name to

ST. PAUL'S UNITED METHODIST CHURCH OF BIG POOL, MARYLAND

approved and received for record by the State Department of Assessments and Taxation of Maryland December 21, 1983 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

**001444**

Recorded in Liber 2631, folio 001444, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 10.00 Special Fee paid \$ \_\_\_\_\_

2.50

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Robinson*

**A** 153653



ARTICLES OF AMENDMENT

To the Charter of

"The Evangelical Congregation of Mt. Carmel, Washington County, Md."

THIS IS TO CERTIFY:

FIRST

That whereas, heretofore by certain Articles of Incorporation recorded in Liber 1, Folio 444, of the Land Records of Washington County, Maryland, on September 25, A.D. 1895 "The Evangelical Congregation of Mt. Carmel, Washington County, Maryland" adopted the name of "THE EVANGELICAL CHURCH OF MT. CARMEL, MARYLAND" a church in the denomination known as "The Evangelical Association", and

Whereas, "The Mount Carmel Church of the Evangelical Association of North America, in Washington County, Maryland" the same congregation as "The Evangelical Congregation of Mt. Carmel, Washington County, Maryland" in the above paragraph "which congregation has been heretofore recorded, sometimes as "The Evangelical Association, and sometimes as the Mount Carmel Evangelical Church," on the 17th day of October A.D. 1895, adopted the name of "THE MOUNT CARMEL CHURCH OF THE EVANGELICAL ASSOCIATION OF NORTH AMERICA IN WASHINGTON COUNTY, MARYLAND" and adopted Articles of Incorporation which are recorded in Liber 1, Folia 451, of the Land Records of Washington County, Maryland, and DID NOT amend or revoke the Articles of Incorporation recorded as indicated in the first paragraph above, and

Whereas: in A.D. 1922 "The Evangelical Association" and "The United Evangelical Church" of which the above named congregation was a part, united to form the denomination known as "The Evangelical Church", but the Articles of Incorporation and the corporate name of "The Evangelical Church of Mt. Carmel, Maryland" was not altered, and,

Whereas, "The United Brethren in Christ" denomination, and "The Evangelical Church" united on November 26, 1946 to form the denomination known as "The Evangelical United Brethren Church", but the Articles of Incorporation, and the name of "The Evangelical Church of Mt. Carmel, Maryland" was not changed, and

Whereas, "The Evangelical United Brethren Church" of which the aforesaid religious congregation was a member, and "The Methodist Church" were organically united into one denomination to be known as "The United Methodist Church" as a joint session on the Uniting Conference of said denominations in Dallas, Texas, on the 23rd day of April, A.D. 1968, and

Whereas, according to the regulations of said uniting conference and in compliance therewith, the said, "The Evangelical Church of Mt. Carmel, Maryland" is required to change its name and the members of said church congregation have expressed their desire to adopt the name of "The Mt. Carmel United Methodist Church in Shanktown, Maryland";

NOW, THEREFORE: The Articles of Incorporation for "The Evangelical Church of Mt. Carmel, Maryland" dated September 25, A.D. 1895 are amended by striking Article 1 through both articles numbered 9, inclusive; and the articles of Incorporation for the "Mt. Carmel Church of The Evangelical Association in North America, in Washington County, Maryland" dated October 17, 1895, are amended by striking articles 1 through IX inclusive, being the whole of the provisions of

of both Articles of Incorporation, and substituting therefore the following:

ARTICLE I

The Name of the Corporation shall be, "THE MT. CARMEL UNITED METHODIST CHURCH IN SHANKTOWN, MARYLAND" ✓

ARTICLE II

The office of the Corporation is situate on Old Indian Springs Road, near Ernstville Road, in Big Pool, Maryland, and the mailing address is R.F.D. 1, Box 4, Big Pool, Maryland 21711. ✓

ARTICLE III

The objects of the Corporation shall be the promotion of the Christian Religion, through the preaching of the Word of God, the administration of the Sacraments ordinances, and other means of grace, the maintenance of worship, the edification of believers, the evangelization of the world, and the promotion of missionary and benevolence causes.

ARTICLE IV

The Mt. Carmel United Methodist Church in Shanktown, Maryland is a part of the Potomac Charge, Baltimore Conference, The United Methodist Church, and as such is a part of the Charge Conference of the Potomac Charge, which is organized and has all the rights and powers conferred upon it according to Part IV, Chapter Two, Section V, Paragraphs 248 and 249, of the Book of Discipline of the United Methodist Church, 1980, or amendments thereto.

ARTICLE V

The members of the Corporation shall consist of the members of the said, "Mt. Carmel United Methodist Church, in Shanktown, Maryland" as from time to time are shown on the membership records thereof.

ARTICLE VI

The Church shall also have an Administrative body, known as "The Administrative Board", which shall be organized and shall have the rights and powers conferred upon it according to Part IV Chapter Two, Section V, Paragraphs 252 to 255 of The Book of Discipline, The United Methodist Church, 1980, or amendments thereto.

ARTICLE VII

1. The Church shall also have a Board of Trustees consisting of not fewer than three (3), nor more than nine (9) persons, all of whom shall be not less than twenty-one (21) years of age, and all of whom shall be members of the Church. By action of the Charge Conference, the Church may limit the age of Trustees to a maximum of seventy-two (72) years.

2. Said Trustees shall be nominated and elected as provided in Part 4, Chapter Eight, Section VII, Paragraphs 2519 and 2520 of The Book of Discipline of The United Methodist Church, 1980, and any subsequent changes or amendments thereto. The current minister may be nominated and elected to the Board of Trustees if such nomination and election does not alter the number of members nominated and elected to the various classes of Trustees.

3. The number of Trustees to serve shall be subject to change from time to time, by the members of the Church, at any regular congregational meeting or special congregational meeting or Charge Conference called for that purpose. The procedure and vote to determine or change the number of Trustees shall be the same as

that required to adopt amendments to these Articles of Incorporation.

4, Said Trustees shall have the rights and duties, and powers conferred upon them by Part 4, Chapter Six, Section VII, of the Book of Discipline of the United Methodist Church, 1980 and amendments thereto.

5. The Board of Trustees shall organize as follows:

(1) Within thirty (30) days after the beginning of the ensuing Conference year, said Board of Trustees shall convene at a time and place designated by the Chairman; or the Vice-Chairman in the event that the Chairman is not reelected a Trustee, or because of his absence, or disability is unable to act, for the purpose of electing officers of the said Board, for the ensuing year, and transacting any other business properly brought before it.

(2) The Board of Trustees shall elect from the members thereof, to hold office for a term of one (1) year, or until their successors shall be elected, a Chairman, Vice-chairman, Secretary and Treasurer; provided that the office of Secretary and Treasurer may be held by the same person. The duties of each officer shall be the same as generally connected with the office held and which are usually and commonly discharges by the holder thereof.

#### ARTICLE VIII

The Board of Trustees shall hold an annual meeting before the last Charge Conference of the Church, at which time an annual report shall be prepared, setting forth the transactions of the Board during the year, and the condition of the property belonging to and in trust of the Corporation, a copy of which shall be presented to the next Charge Conference. Special meetings of the Board of Trustees may be called by the Chairman, or when requested, by two Trustees.

#### ARTICLE IX

All vacancies occurring in the Board of Trustees shall be filled, and all the business of the Corporation shall be conducted in strict compliance with the Discipline of the United Methodist Church, 1980, and any amendments thereto, and the provision of the Conference in whose bounds the Church is situate.

#### ARTICLE X

The following named persons shall constitute the Board of Trustees of the Church until their successors are duly qualified and elected, viz:

Chairman: Daniel B. Shank      Vice Chairman: Burrell W. Yeater

Secretary: Thomas Harwood Snyder      Treasurer: Samuel W. Mullin

Member: Franklin M. Hart, Sr.      Member: Adna R. Pierce

#### ARTICLE XI

All conveyances of property to and from the local church shall be made in compliance with the provisions of Part 4, Chapter Six of The Book of Discipline of The United Methodist Church, 1980, and any amendments thereto.

#### ARTICLE XII

The Corporation assumes unto itself all rights, powers, privileges, and immunities which are now, and which may, during the existance thereof, be conferred by Law upon Corporations of a similar character and by the Discipline of The United Methodist Church, 1980, and subsequent amendments thereto.

## ARTICLE XIII

The term of the existence of the said Corporation shall be perpetual

## ARTICLE XIV

The resident agent of the said Corporation shall be: Mr. Daniel B. Shank, of 1033 Beachwood Drive, Hagerstown, Maryland 21740, who is a resident of and citizen of Washington County, State of Maryland, and actually resides therein.

## ARTICLE XV

The Corporation reserves unto itself the right to alter and amend the foregoing Articles of Incorporation and to adopt additional ones at any annual Congregational or Charge meeting called for that purpose, and said amendments shall be presented and adopted as provided by Article 23, Section 264, of the 1957 Edition of the Annotated Code of Maryland, and any amendment, or amendments thereof, in manner following:

The Trustees, or a majority of them, shall pass a resolution declaring that the amendment, or amendments is or are advisable and calling a meeting of all persons above twenty-one (21) years of age belonging to the Church to take action thereon, Said meeting shall be announced by the minister from the pulpit at least two (2) weeks prior to the time thereof and ten (10) days written or printed notice stating the place, day, and hour of such meeting and the business proposed to be transacted thereat, shall be given to each such person by leaving the same with him at his residence, or usual place of business, or by mailing it, postage prepaid, and addressed to him at his address as it appears from the records of the Church.

If two-thirds (2/3) of all such persons attending such meeting vote in favor of the proposed amendment, or amendments, Articles of Amendment setting forth the same and stating that the same has been duly advised by the Board of Trustees, and adopted by such persons, shall be signed and acknowledged in the name of and behalf of the Church by such Trustees as shall be designated in the resolution adopted for the purpose of declaring such amendment, or amendments advisable, and the matters and facts set forth in said Articles of Amendment shall be verified under oath by the Chairman of the meeting of said persons at which such amendment, or amendments was or were adopted.

In the event that any of the provisions of the foregoing Amended Articles of Incorporation are inconsistent with the Laws of the State of Maryland, and/or the provisions of the Discipline of the United Methodist Church, 1980, and any amendments thereto, said provisions shall not be enforced, but the said Discipline and the Laws of the State of Maryland shall be followed.

## SECOND

That at a meeting of the Trustees of "The Evangelical Congregation of Mt. Carmel, Washington County, Maryland" convened and held at The Mt. Carmel Church at 7:00 P.M., on the Second day of November A.D. 1983, the Amendments to the Articles of Incorporation of the said Corporation hereinbefore set forth were duly indorsed by passing a resolution declaring the said amendments to be advisable, and:

Daniel B. Shank, Chairman

Burrell W. Yeater, Vice-chairman

Thomas Harwood Snyder, Secretary

Samuel W. Mullin, Treasurer

Trustees of said Corporation were authorized to sign and acknowledge these Articles of Amendment in the name of and on behalf of said Religious Corporation, and at said meeting, it was further resolved to submit the proposed amendments to the members of the Religious Association for their approval at the Congregational meeting to be held at the Mt. Carmel Church on Sunday, the Twenty-seventh day of November A.D. 1983, after the announcement of the date of the meeting for the purpose of amending the Articles of Incorporation set forth in the original said Articles of Incorporation.

THIRD

That after due notice, as above provided, a Congregational Meeting of the members of said Religious Corporation was held at the usual place of worship in Shanktown (Big Pool) Maryland, and at said meeting the Amendments to the Articles on Incorporation above set forth were duly adopted by a vote of more than two-thirds of the members present and entitled to vote.

IN WITNESS THEREOF, "THE EVANGELICAL CONGREGATION OF MT. CARMEL, WASHINGTON COUNTY, MARYLAND", caused these presents to be signed in its name and on its behalf, by, Daniel B. Shank, Chairman; Burrell W. Yeater, Vice-chairman; Thomas Harwood Snyder, Secretary; and Samuel W. Mullin, Treasurer, Trustees named in the above resolution, and its adopted corporate seal to be hereunto attached, and attested by the Secretary on this Twenty-seventh day of November, A.D. 1983.

"THE EVANGELICAL CONGREGATION OF MT. CARMEL, WASHINGTON COUNTY, MARYLAND"

By: Daniel B. Shank

Chairman

Burrell W. Yeater

Vice Chairman

Thomas Harwood Snyder

Secretary

Samuel W. Mullin

Treasurer

(seal) Incor. Sept. 25 A.D. 1895 (Seal)  
Corporate Seal

ATTEST AND ADOPTED SEAL:

Glennie M. Snyder

Glennie M. Snyder, Secretary

ATTEST TO ALL SIGNATURES

Glennie M. Snyder

Glennie M. Snyder Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I hereby certify: That on the 27th day of November A.D. 1983, before me the Subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Daniel B. Shank, Burrell W. Yeater, Thomas Harwood Snyder, and Samuel W. Mullin; Trustees of "The Evangelical Congregation of Washington County, Maryland" and in the name of and on behalf of said Corporation, did each acknowledge the foregoing Amended Articles of Incorporation to be the corporate act of said Corporation and at the same time also personally appeared Glennie M. Snyder, and made oath in due form of Law that she was the Secretary of the Congregational meeting of said Religious Corporation at which the Amendments of the Articles of Incorporation set forth in the foregoing Amended Articles of Incorporation were adopted and that the matters and facts set forth in the said Amended Articles of Incorporation are true to the best of her knowledge.

IN WITNESS WHEREOF; I have hereunto affixed my hand and official Notarial Seal the day and year first above written.

Notary Public W. Rose Anne J. ...

My commission expires July 1, 1986

ARTICLES OF AMENDMENT

OF

THE EVANGELICAL CHURCH OF MOUNT CARMEL, MARYLAND

Changing its name to

THE MT. CARMEL UNITED METHODIST CHURCH IN SHANKTOWN, MARYLAND

approved and received for record by the State Department of Assessments and Taxation of Maryland January 21, 1984 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

**001427**

Recorded in Liber 2651, folio 001427, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 10.00 Special Fee paid \$ \_\_\_\_\_

2.50

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*G. B. Robinson*



A 153651

Received for Record August 22, 1984 at 3:21 o'clock P.M. Liber 33

513

B 23  
RECORD 1.25  
B SUB 1.25  
04 8464 8-22 P3:21

Rt. 1, Box 368  
Clear Spring  
Md. 21722

Mr. Robert Cerierkes  
State Dept. of Assessments & Taxation  
301 W. Preston St.  
Baltimore, Md. 21201

Dear Sir:

We wish to inform the State Dept. of Assessments and Taxation that the officers of the Clear Spring District Historical Association, Inc. were changed as a result of an election held September 22, 1983.

The new officers are as follows:

Co-Presidents: Frederick E. Baker, Jr., Rt. 1 Box 368  
Clear Spring, Md. 21722

David E. Wiles, P.O. Box 37 Clear Spring  
Maryland 21722

Vice President: James R. Hutson, Rt. 1 Box 173, Clear  
Spring, Md. 21722

Secretary: Bonnie S. Shirk, Rt. 1 Box 369, Big Spring,  
Maryland 21722

(Above zip code is correct--both addresses have same code.)

Treasurer: Lester B. Ridenour, Rt. 1 Box 58, Clear Spring,  
Md. 21722

The new agent for the Association will be the secretary  
Bonnie S. Shirk, Rt. 1, Box 369, Big Spring, Md. 21722

Enclosed please find an \$ 8.00 (eight dol.) filing fee.

Very truly yours,

*Frederick E. Baker Jr.*

Frederick E. Baker, Jr.  
Co-President. C.S.D.H.A. Inc.

1984 APR -3 A 10:23

40948165

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

CLEAR SPRING DISTRICT HISTORICAL ASSOCIATION INC.

received for record April 3, 1984

, at 10:23 A.M.

and recorded on Film No. 2638

Frame No. 003799 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA No 19895

Special Fee Paid	\$5.00 .50
Recording Fee Paid	\$3.00 .75
Total	<u>\$8.00 1.25</u>

Return to: Clear Spring District Historical Association Inc.  
Route 1, Box 368  
Clear Spring, Maryland 21722

rc

RECORD 1.25  
8 SUB 2.50  
04 8465 8-22 P3:21  
515

LAW OFFICES

FRANCE AND ROBINSON, P. A.

HAGERSTOWN TRUST COMPANY BUILDING  
81 WEST WASHINGTON STREET  
HAGERSTOWN, MARYLAND 21740

RALPH H. FRANCE, II  
J. RUSSELL ROBINSON

OF COUNSEL  
ALLEN M. BAUMGARDNER

(301) 797-0100

March 30, 1984

Mr. Roger Georgion  
c/o Mr. Timothy Hafer  
P. O. Box 1396  
Hagerstown, MD 21740

Re: Brooke Management Company

Dear Mr. Georgion:

Please be advised that this date I am resigning as Resident Agent for the above named corporation.

Very truly yours,

*Ralph H. France, II*

Ralph H. France, II

RHF:vlg

4095804R

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

BROOKE MANAGEMENT COMPANY

received for record April 4, 1984

, at 10:39 A.M.

and recorded on Film No. 2638

Frame No. 003816 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA No 19903

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	<u>\$8.00</u>	<u>1.25</u>

Return to: France and Robinson  
 81 Washington St.  
 Hagerstown, Maryland 21740

rc

003819

Received for Record August 22, 1984 at 3:22 o'clock P.M. Liber 33

517  
RECORD 1.25  
B SUR 3.75  
04 8466 8-22 P3:22

LAW OFFICES

FRANCE AND ROBINSON, P. A.

HAGERSTOWN TRUST COMPANY BUILDING  
81 WEST WASHINGTON STREET  
HAGERSTOWN, MARYLAND 21740

RALPH H. FRANCE, II  
J. RUSSELL ROBINSON

(301) 797-0100

OF COUNSEL  
ALLEN M. BAUMGARDNER

March 30, 1984

Mr. Roger Georgion  
c/o Mr. Timothy Hafer  
P. O. Box 1396  
Hagerstown, MD 21740

Re: J. M. Industries, Inc.

Dear Mr. Georgion:

Please be advised that this date I am resigning as  
Resident Agent for the above named corporation.

Very truly yours,

*Ralph France*  
Ralph H. France, II

RHF:vlg

40958042

OF

J. M. INDUSTRIES, INC.

received for record April 4, 1984

, at 10:39 A.M.

and recorded on Film No. 2638

Frame 003818 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N<sup>o</sup> 19904

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Return to: France and Robinson  
81 West Washington Street  
Hagerstown, Maryland 21301

rc

003821  
519

Received for Record August 22, 1984 at 3:22 o'clock P.M. Liber 33

LAW OFFICES

FRANCE AND ROBINSON, P. A.

HAGERSTOWN TRUST COMPANY BUILDING  
81 WEST WASHINGTON STREET  
HAGERSTOWN, MARYLAND 21740

(301) 797-0100

RECORD 1.25  
B SUB 5.00  
04 8467 8-22 P3:22

RALPH H. FRANCE, II  
RUSSELL ROBINSON

OF COUNSEL  
ALLEN M. BAUMGARDNER

March 30, 1984

Mr. Roger Georgion  
c/o Mr. Timothy Hafer  
P. O. Box 1396  
Hagerstown, MD 21740

Re: J. M. Rentals, Inc.

Dear Mr. Georgion:

Please be advised that this date I am resigning as  
Resident Agent for the above named corporation.

Very truly yours,

*Ralph France*

Ralph H. France, II

RHF:vlg

40958043

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

JM RENTALS, INC.

received for record April 4, 1934

, at 10:39 A.M.

and recorded on Film No. 2638

Frame No. 003820 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA No 19905

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	<u>\$8.00</u>	<u>1.25</u>

Return to: France and Robinson  
81 West Washington Street  
Hagerstown, Maryland 21301

rc

POTOMAC 1200 PROPERTY OWNERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

FIRST: I, George W. Bushey, whose post office address is 473 North Potomac Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the Corporation) is Potomac 1200 Property Owners Association, Inc.

THIRD: The general purposes for which the Corporation is formed are:

(1) To own, preserve, maintain, repair and improve the common areas and elements in that planned unit development known and designated as Potomac 1200 in the City of Hagerstown, Washington County, Maryland.

(2) For the general purposes foresaid, and limited to those purposes, the Corporation shall have the power and purpose to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

(3) It is not the purpose of the Corporation to make a profit, but rather to provide for the preservation, maintenance, repair and improvement of the common areas and elements of the development known and designated as Potomac 1200. For the convenience of its stockholders, the Corporation may make available in said development commercial and personal service facilities, subject to the applicable zoning laws and regulations relating thereto. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this Corporation, and the enjoyment or exercise thereof, as conferred by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 473 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are George W. Bushey, 473 North Potomac Street, Hagerstown, Maryland 21740.

40728228

FIFTH: Anything contained in these Articles of Incorporation to the contrary notwithstanding, the Corporation is intended to qualify under the provisions of Section 216 of the Internal Revenue Code. Accordingly:

(1) These Articles of Incorporation may not be amended to create more than one class of stock.

(2) Each stockholder of the Corporation, solely by reason of ownership of a single family townhouse unit in the development known and designated as "Potomac 1200", shall be entitled to own stock in the Corporation.

(3) No stockholder is entitled (either conditionally or unconditionally) to receive any distribution not out of earnings and profits of the Corporation, except on a complete or partial liquidation of the Corporation.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value. All of such shares shall only be issued and thereafter transferred in connection with the purchase of a single family townhouse in the development known and designated as "Potomac 1200", to which a conspicuous legend, imprinted on the stock certificate representing any of such shares, shall make reference. Shares shall not be transferred after initial issuance except to a bona fide purchaser of said single family townhouse unit, pursuant to a deed of conveyance recorded among the Land Records for Washington County, Maryland.

SEVENTH: If a stockholder shall be indebted to the Corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a conspicuous legend, imprinted on the stock certificate representing any of such shares shall make reference to this Article SEVENTH of the substance thereof.

EIGHTH: The Corporation shall have three directors, which number may be increased but not decreased pursuant to the By-Laws of the Corporation. The names of the directors who shall serve until the first meeting of the Board of Directors or until their successors are duly chosen and qualified are George W. Bushey, Omer T. Kaylor, Jr. and William C. Wachter.

NINTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

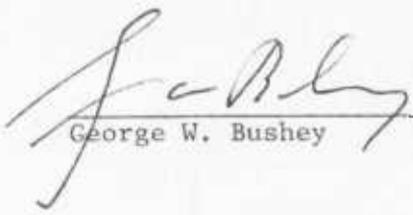
(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or re-classify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

TENTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6<sup>th</sup> day of March, 1983, and I acknowledge the same to be my act.

  
George W. Bushey

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6<sup>th</sup> day of March, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George W. Bushey and made oath in due form of law that the matters and facts set forth in the foregoing Articles of Incorporation for Potomac 1200 Property Owners Association, Inc. are true, and did further acknowledge the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Gloria S. Moore  
Notary Public

My Commission Expires: 7-1-86

(71)

ARTICLES OF INCORPORATION  
POTOMAC 1200 PROPERTY OWNERS  
ASSOCIATION, INC.

STATE DEPARTMENT OF  
ASSESSMENTS AND TAXATION  
APPROVED FOR RECORD

DATE 10/5/84 MO. 3 DAY 12 YEAR 84

20	ARJIS FAX	
00	EXCESSIVE FEE	
	EXCESSIVE FEE	
40	STATE DEPT. OF ASSESSMENTS AND TAXATION	
	DATE	
	APPROVED BY	<i>[Signature]</i>

KAYLOR, POOLE & WANTZ  
ATTORNEYS AT LAW  
123 WEST WASHINGTON STREET  
HAGERSTOWN, MARYLAND 21740

Stock

ARTICLES OF INCORPORATION  
OF  
POTOMAC 1200 PROPERTY OWNERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 12, 1984 AT 10:56 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2637, FOLI 000054, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1683622

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Richard W. Fisher*



A 155834

527  
000644  
RECORDS  
8 SUB 27-50  
84 8470 8-22 PM:24

Received for Record August 22, 1984 at 3:24 o'clock P.M. Liber 33

PRIVATE INDUSTRY COUNCIL OF  
THE WESTERN MARYLAND CONSORTIUM, INC.  
ARTICLES OF INCORPORATION

FIRST: I, Pasquali Fischetti, whose Post Office address is 212 North 12th Street, Oakland, Maryland 21550, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Private Industry Council of the Western Maryland Consortium, Inc.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for education and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the foregoing purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other instrument for the foregoing

1984 MAR 13 P 12:11

40738249

purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall, in the opinion of the Board of Directors, jeopardize the Federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or any of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the laws of the State of Maryland for educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this

Article THIRD. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, is the following:

- (1) To provide policy guidance for and exercise oversight with respect to job training programs;
  - (2) To promote, organize and manage the promotion, organization and management of various programs to develop job training and employment opportunities in the private and public sector for all qualified individuals;
  - (3) To enlist the voluntary support and cooperation of private employers and employers' groups, public and private service agencies, educators, and governmental bodies for the job training and employment opportunity programs sponsored so as to enhance the economic and social well being of the community;
- and

(4) To do any and all acts permitted of a Maryland non-stock corporation by Maryland laws, as amended from time to time.

(5) In seeking to obtain its stated purposes, the Corporation may elect to solicit, contract for, and receive public and private contributions in the form of financial, personal, and other types of assistance; and to apply the grants, loans, gifts, resources, and other funds and items of value committed to the Corporation toward the operation and programs of the Corporation or toward such other projects and organizations as may be directed by the contributors in keeping with the purposes for which the Corporation is organized.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 33 West Washington Street, Hagerstown, Maryland 21740. The name and Post Office address of the Resident Agent of the Corporation in this State is Fredrick Bean, 448 Pangborn Boulevard, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The qualifications for and other matters relating to its members shall be as set forth in the Bylaws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly elected and qualified, are: Pasquale Fischetti, Jerry Womack, and Seibert Shifler.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other state, having a character or purpose similar or analogous to the character or purpose of the Corporation, or associated or connected with the Corporation.

EIGHTH: The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: The Corporation may, at its discretion, indemnify all of its present and former directors and officers in connection with any proceedings (as such term is defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, or in any successor provisions of the laws of the State of Maryland) to the fullest extent permitted by and in accordance with the laws of the State of Maryland, as amended from time to time.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of December, 1983.

WITNESS:

*Michael J. [Signature]*

*Pasquale Fischetti*  
Pasquale Fischetti

ACKNOWLEDGEMENT

The undersigned, Incorporator Pasquale Fischetti, hereby acknowledges the foregoing Articles of Incorporation to be his act.

*Pasquale Fischetti*  
Pasquale Fischetti

ARTICLES OF INCORPORATION  
OF  
PRIVATE INDUSTRY COUNCIL OF THE WESTERN MARYLAND CONSORTIUM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 13, 1984 AT 12:17 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2637, FOLIO 000643 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1684612

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Oshorn*



A 155933

## ARTICLES OF INCORPORATION

OF

RECONDITIONED WHOLESALE EQUIPMENT, INC.

RECORD	5.00
8 SUB	32.50
04 8471	8-22 P3:24

THIS IS TO CERTIFY:

FIRST: The subscriber, G. Jeffery Kerns, whose post office address is Route 2, Box 376D, Hagerstown, Maryland, being at least twenty-one years of age, does under and by virtue of the General laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation, which is hereinafter called the "Corporation," is Reconditioned Wholesale Equipment, Inc.

THIRD: The purposes for which the corporation is formed are as follows:

(a) To purchase, build construct or otherwise acquire, lease, hold, mortgage, pledge, sell, transfer, or in any manner encumber, improve, exchange, let or dispose of any type of building upon any real property wherever situated.

(b) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas, and the like which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant license in respect of, sell and otherwise turn to account, the same.

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or the securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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(g) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any parts of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

FOURTH: The post office address of the principal office of the Corporation in this state is Route 2, Box 376D, Hagerstown, Maryland, 21740. The resident agent of the Corporation is G. Jeffery Kerns, whose post office address is 209 Della Lane, Boonsboro, Maryland, 21713.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) each, all of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors; G. Jeffery Kerns, Harry E. Bender, Jr., and Robert E. Woodard, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the power of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so

interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profit in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Director in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by a vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS THEREOF, I have signed these Articles of Incorporation on the 15<sup>th</sup> day of MARCH, 1984.

Cystal N. Inwood G. Jeffery Kerns

STATE OF MARYLAND, COUNTY OF WASHINGTON

THIS IS TO CERTIFY that on the 15<sup>th</sup> day of March, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared G. Jeffery Kerns, the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal, the day and year last above written.



Patricia A. Hegman

My Commission Expires: 7-1-86

ARTICLES OF INCORPORATION  
OF  
RECONDITIONED WHOLESALE EQUIPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 16, 1984 AT 08:33 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2637, FOLIO 001842 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

DI685932

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Richard W. Fisher*



A 156077

Received for Record August 22, 1984 at 3:25 o'clock P.M. Liber 33

## ARTICLES OF INCORPORATION

OF

THE KERNS GROUP, INC.

RECORD 5.00  
8 SUB 37.50  
04 8472 8-22 P3:25

## THIS IS TO CERTIFY:

FIRST: The subscriber, G. Jeffery Kerns, whose post office address is Route 2, Box 376D, Hagerstown, Maryland, being at least twenty-one years of age, does under and by virtue of the General laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation, which is hereinafter called the "Corporation," is The Kerns Group, Inc.

THIRD: The purposes for which the corporation is formed are as follows:

(a) To purchase, build construct or otherwise acquire, lease, hold, mortgage, pledge, sell, transfer, or in any manner encumber, improve, exchange, let or dispose of any type of building upon any real property wherever situated.

(b) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas, and the like which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant license in respect of, sell and otherwise turn to account, the same.

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or the securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(g) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any parts of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

FOURTH: The post office address of the principal office of the Corporation in this state is Route 2, Box 376D, Hagerstown, Maryland, 21740. The resident agent of the Corporation is G. Jeffery Kerns, whose post office address is 209 Della Lane, Boonsboro, Maryland, 21713.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) each, all of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have two (2) directors; G. Jeffery Kerns and Denise C. Kerns shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the power of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so

interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus on net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profit in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Director in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by a vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS THEREOF, I have signed these Articles of Incorporation on the 15<sup>th</sup> day of MARCH, 1984.

Cystal N. Tulood

G. Jeffery Kerns  
G. Jeffery Kerns

STATE OF MARYLAND, COUNTY OF WASHINGTON

THIS IS TO CERTIFY that on the 15<sup>th</sup> day of March, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared G. Jeffery Kerns, the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal, the day and year last above written.



Patricia A. Higman

My Commission Expires: 7-1-86

ARTICLES OF INCORPORATION  
OF  
THE KERNS GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 16, 1984 AT 08:33 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2637, FOLIO 001848 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1685940

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Richard W. Fisher*



A 156078

WEST END ATHLETIC CLUB, INC.

RECORD 5.00  
B SUB 42.50  
04 8473 8-22 P3:25

ARTICLES OF INCORPORATION

FIRST: I, Emmert Humelsine, whose post office address is 324 Avon Road, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is WEST END ATHLETIC CLUB, INC.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income

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tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

(1) For the promotion of interest in sports in the community, including, but not limited to, the promotion and sponsorship of amateur athletics.

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FOURTH: The post office address of the principal office of the Corporation in this State is 324 Avon Road, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Emmert Humelsine, 324 Avon Road, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The numbers of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Howard Jenkins, Emmert Humelsine and William L. Branch

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any posses-

sion of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9 day of March, 1984, and I acknowledge same to be my act.

  
Emmert Humelsine

ARTICLES OF INCORPORATION  
OF  
WEST END ATHLETIC CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 12, 1984 AT 03:08 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2638, FOL 003043, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

01687318

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THERFON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Melan W. Fisher*



## ARTICLES OF INCORPORATION

RECORD 5.00  
8 SUB 47.50  
04 8474 8-22 P3:28

OF

HUSKIN ENTERPRISES, INC.  
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is HUSKIN ENTERPRISES, INC.

THIRD: This Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purposes for which the Corporation is formed are as follows:

To furnish consulting services in electrical and electronic fields, to manufacture and sell at wholesale and/or retail electrical and electronic components and completed products.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office of the principal office of the Corporation in this State is 126 Lorraine Terrace, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are John T. Huskin, 126 Lorraine Terrace, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) per share, all of single class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

40818204

SEVENTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one; and the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is John T. Huskin.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the director and stockholders:

The director of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 20<sup>th</sup> day of March, 1984.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)  
Kenneth J. Mackley

I HEREBY CERTIFY, that on this 20<sup>th</sup> day of March, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
HUSKIN ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 21, 1984 AT 10:43 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2638, FOLIO 002353 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1488811

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



Received for Record August 22, 1984 at 3:26 o'clock P.M.  
Liber 33

002630  
RECORD 6.00  
8 SUB 53.50  
04 8475 8-22 P3:26

551

ARTICLES OF INCORPORATION

OF

MID EAST BUILDERS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George W. Bushey, whose post office address is 780 Briarcliff Drive, Hagerstown, Maryland, 21740; Vernon L. Tetlow, whose post office address is 2219 Fairfax Road, Hagerstown, Maryland, 21740 and Pamela J. Gouker, whose post office address is Route 2, Box 31-D, Hagerstown, Maryland, 21740, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is MID EAST BUILDERS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in the business of general contracting and building.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust

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Del. Omar S. Kaylor, Jr 5/28/87

certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(d) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purpose.

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through

others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(f) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

✓ FOURTH: The post office address of the principal office of the Corporation is 473 North Potomac Street, Hagerstown, Maryland. The resident agent of the Corporation is George W. Bushey, whose post office address is 473 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually lives therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of \$10.00 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The Corporation shall have three Directors:

George W. Bushey, 780 Briarcliff Road, Hagerstown, Maryland, 21740

Vernon L. Tetlow, 2219 Fairfax Road, Hagerstown, Maryland, 21740

Pamela J. Gouker, Route 2, Box 31-D, Hagerstown, Maryland, 21740

These three persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any

of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may not be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may not vote thereat to authorize any such contract or transaction. Ratification of an interested director transaction shall be by a majority of disinterested directors.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

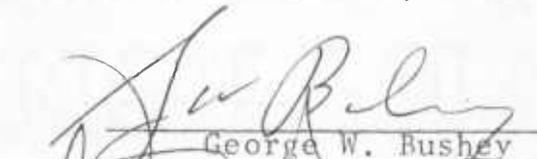
(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entitles.

EIGHTH: The duration of the Corporation shall be perpetual.

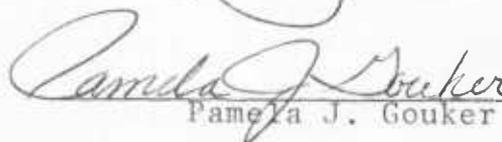
IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 13<sup>th</sup> day of March, 1984.

WITNESS:

 (SEAL)  
George W. Bushey

 (SEAL)  
Vernon L. Tetlow

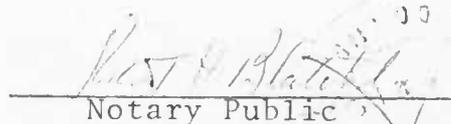


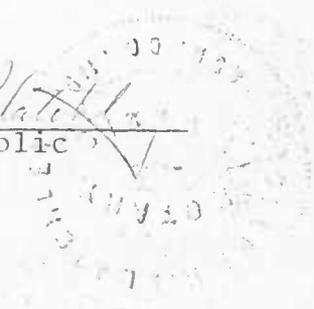
 (SEAL)  
Pamela J. Gouker

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 13 day of MARCH, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared George W. Bushey, Vernon L. Tetlow and Pamela J. Gouker and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

  
Notary Public



My commission expires:  
7/1/86

ARTICLES OF INCORPORATION  
OF  
MID EAST BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 22, 1984 AT 09:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER *2638*, FOL **002629**, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 24 SPECIAL FEE PAID \$ 6.00

D1689280

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*David W. Kishner*



PA

Received for Record August 22, 1984 at 3:26 o'clock P.M.  
Liber 33

001575

559

ARTICLES OF INCORPORATION

RECORD 5.00  
B SUB 58.50  
04 8476 8-22 P3:2

FOR

MEANGRO, INC.

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is Meangro, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are as follows:

(a) To engage in the business of residential and commercial construction.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

(c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that

LAW OFFICES RICHARD W. LAURICELLA

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the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of the Corporation.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforesaid enumeration of the purposes, objects and the business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation in this State is c/o Dennis Grove, 258 S. Locust Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SEVENTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be Dennis Grove.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of March, 1984.  
WITNESS:

*Richard W. Lauricella*  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of March, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:  
July 1, 1986

*Dickie Weddles*  
Notary Public

LAW OFFICES RICHARD W. LAURICELLA



ARTICLES OF INCORPORATION  
OF  
MEANGRO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 28, 1984 AT 09:56 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2640, FOLI 001574, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$  
5.00

D11692458

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 156599

Received for Record August 22, 1984 at 3:27 o'clock P.M. Liber 33

ARTICLES OF INCORPORATION

RECORD 3.00  
B SUB 63.50  
04 8477 8-22 P3:27

FOR

FEZ II, INC.

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is Fez II, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are as follows:

(a) To conduct a restaurant and beverage operation and all other uses inherent therein.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

(c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that

LAW OFFICES RICHARD W. LAURICELLA

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the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of the Corporation.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforesaid enumeration of the purposes, objects and the business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation in this State is College Plaza, Shopping Center, Robinwood Drive, Hagerstown, MD 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SEVENTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be Ophelia Oliver.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of March, 1984.  
WITNESS:

*Richard W. Lauricella*  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

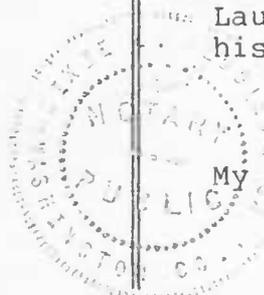
I HEREBY CERTIFY, that on this 27th day of March, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:  
July 1, 1986

*Doris Weddles*  
Notary Public

LAW OFFICES RICHARD W. LAURICELLA



CONSENT TO CORPORATE NAME

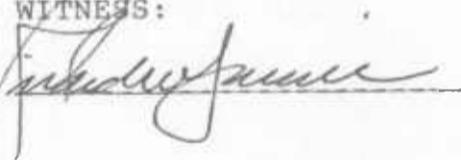
Fez, Incorporated a Corporation organized and existing under the laws of the State of Maryland and authorized to do business in the State of Maryland by David Hatcher, its President, does hereby consent to the use of the name "Fez II, Inc." by a certain corporation to be formed by Richard W. Lauricella, Esquire, a copy of the Articles of Incorporation of which are attached hereto and made a part hereof by reference.

Further, the said David Hatcher, President of Fez Incorporated hereby certifies that he has been authorized to grant this Consent by unanimous resolution of the shareholders of Fez Incorporated at a duly called meeting of the shareholders of Fez Incorporated on the 19th day of March, 1984.

Further, the said David Hatcher, hereby certifies that he is the owner of 75% of the issued and outstanding shares of Fez Incorporated.

IN WITNESS WHEREOF, this Consent to Corporate Name is executed this 27<sup>th</sup> day of March, 1984 by the undersigned David Hatcher, President of Fez Incorporated.

WITNESS:



  
David Hatcher

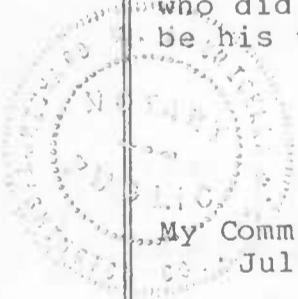
STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 27th day of March, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David Hatcher who did acknowledge the foregoing Consent to Corporate Name to be his voluntary act and deed.

  
Notary Public

My Commission Expires:  
July 1, 1986

LAW OFFICES  
RICHARD W. LAURICELLA



ARTICLES OF INCORPORATION  
OF  
FEZ II, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 28, 1984 AT 09:55 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2640, FOL 001580, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$  
6.00

D1692466

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 156670

ARTICLES OF INCORPORATION

FOR

BACK STREET LTD

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is Back Street LTD.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are as follows:

(a) The sale of women's clothing and accessories.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

(c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that

LAW OFFICES RICHARD W. LAURICELLA

the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of the Corporation.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforesaid enumeration of the purposes, objects and the business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation in this State is 1612 The Terrace, Hagerstown, MD 21740. The resident agent of the Corporation is Melvyn Rosenthal, whose post office address is 1612 The Terrace, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SEVENTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be Joan Rosenthal.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27<sup>th</sup> day of March, 1984.  
WITNESS:

*Richard W. Lauricella*  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

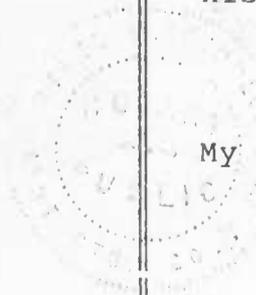
I HEREBY CERTIFY, that on this \_\_\_ day of March, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:  
July 1, 1986

*Diana Woodall*  
Notary Public

LAW OFFICES RICHARD W. LAURICELLA



ARTICLES OF INCORPORATION  
OF  
BACK STREET LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 28, 1984 AT 09:56 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2640, FOL 001601, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$  
5.00

D1692490

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



Received for Record August 22, 1984 at 3:28 o'clock P.M. Liber 33

ARTICLES OF INCORPORATION

575

OF

B & J AUCTIONS, INC.

RECORD 6.00  
B SUB 74.50  
04 5479 8-22 P3:28

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James F. Starliper, whose post office address is Route 1, Box 217, Hagerstown, Md, 21740; Barbara Ann Starliper, whose post office address is Route 1, Box 217, Hagerstown, Md, 21740 and Harold Stough, whose post office address is 912 View Street, Hagerstown, Md, 21740, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is B & J AUCTIONS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in the business of livestock auction sales and other auctions.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust

208 A 831153

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certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(d) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purpose.

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through

others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(f) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

✓ FOURTH: The post office address of the principal office of the Corporation is East First Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is James F. Starlipper, whose post office address is Route 1, Box 217, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1,000 shares of the par value of \$100.00 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The Corporation shall have three Directors:

James F. Starliper, Route 1, Box 217, Hagerstown, Maryland, 21740  
Barbara Ann Starliper, Route 1, Box 217, Hagerstown, Maryland 21740  
Harold Stough, 912 View Street, Hagerstown, Maryland 21740

These three persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any

of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may not be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may not vote thereat to authorize any such contract or transaction. Ratification of an interested director transaction shall be by a majority of disinterested directors.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this \_\_\_\_\_ day of \_\_\_\_\_, 1984.

WITNESS:

James F. Starliper (SEAL)  
James F. Starliper

Barbara Ann Starliper (SEAL)  
Barbara Ann Starliper

Gloria S. Moore

Harold Stough (SEAL)  
Harold Stough

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 23rd day of March, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James F. Starliper, Barbara Ann Starliper and Harold Stough and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Gloria S. Moore  
Notary Public

My commission expires:

7/1/86

ARTICLES OF INCORPORATION  
OF  
B & J AUCTIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 28, 1984 AT 09:32 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2640, FOLI 001740 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 24 SPECIAL FEE PAID \$  
6.00

D1692722

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 156626

Received for Record August 22, 1984 at 3:28 o'clock P.M.  
Liber 33

002605

583

RECORD 5.00  
6 SUB 79.50  
04 8480 8-22 P3:28

S & S Consulting, Ltd.  
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is S & S Consulting, Ltd.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of the provision of engineering and related consulting services; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 134 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roger Schlossberg, 134 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. ✓

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value. ✓

SIXTH: The number of Directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Samuel S. Sagel

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of March, 1984, and I acknowledge the same to be my voluntary act and deed.

Barbara A. Gault  
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION  
OF  
S & S CONSULTING, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 30, 1984 AT 10:42 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2640, FOLIO 002604, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1693670

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 156721

Received for Record August 22, 1984 at 3:29 o'clock P.M. Liber 33

RECORD 5.00  
 2 SUB 84.50  
 04 8481 8-22 P3:29

Nova Designs Unlimited, Inc.  
 ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Nova Designs Unlimited, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of the design, manufacture and sales of furniture and related items; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 50 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Hilton C. Smith, Jr., 50 Summit Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Hilton C. Smith, Jr.  
 Catherine Murray Smith  
 George Rouse

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of March, 1984, and I acknowledge the same to be my voluntary act and deed.

Barbara A. Gouff  
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION  
OF  
NOVA DESIGNS UNLIMITED, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 30, 1984 AT 10:42 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2640, FOLIO 002690 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1693837

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Richard W. Fisher*



LA

002695

589

Received for Record August 22, 1984 at 3:30 o'clock P.M.  
Liber 33

RECORD 5.00  
SUB 87-50  
04 8482 8-22 P3:30

North American Builders, Inc.  
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is North American Builders, Inc.

THIRD: The purposes for which the Corporation is formed are:

- (1) To engage in the business of the sale and construction of modular housing; and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1310 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Glen Franklin Miller, 880 Fountain Head Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Glen Franklin Miller  
Harry D. Van Mater

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of March, 1984, and I acknowledge the same to be my voluntary act and deed.

Barbara A. Gauff  
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION  
OF  
NORTH AMERICAN BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MARCH 30, 1984 AT 10:42 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2640, FOLI 002634, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1693845

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 156738

ARTICLES OF INCORPORATION  
MID-EAST MILK LAB SERVICES, INC.  
(A NONSTOCK CORPORATION)

RECORD 5.00  
2 SUB 94-50  
04 8483 8-22 P3:30

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Eugene Long, whose post office address is 11462 Hughs Church Road, Detour, Maryland 21725, being at least eighteen (18) years of age, do hereby form a Nonstock Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: (a) The name of the Corporation is: Mid-East Milk Lab Services, Inc.

(b) The Corporation is a Nonstock Corporation formed pursuant to the provisions of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland.

THIRD: The purposes for which the Corporation is formed are as follows:

(1) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.

(2). To establish and operate a laboratory to collect and analyze milk samples for the purpose of maintaining a progressive dairy herd improvement program; to provide any other services that the board of directors feels desirable to support the dairy herd improvement program; and to provide the above services to farmers and organizations outside of the dairy herd improvement program wherever needed when the board of directors feels that such services will advance the cause of agriculture.

(3) To apply for, obtain, purchase, or otherwise acquire, any licenses, copyrights, patents, permissions, and the like which might be used for any of the purposes of the Corporation; and to use, exercise and develop said licenses, copyrights, patents, permissions and the like, and to sell and otherwise deal with the same.

(4) To loan, or advance money with or without security, without limits as to amount; to borrow or raise money for any purposes of the Corporation and to issue bonds, debentures, notes, securities or other obligations of any nature and in any manner permitted by law, for money so borrowed in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation (real, personal, mixed and/or intangible), including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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(5) To carry on any of the businesses herein enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the herein stated objects or businesses, or any of them, or any parts thereof, or to enhance the value of its property, business or rights.

(6) The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance of the powers conferred upon the Corporation by law, but the Corporation is formed upon the articles, conditions and provisions herein expressed and the Corporation is hereby authorized to engage in any lawful activity for which corporations may be organized under the Corporation and Association Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said law, only so long as the conduct of such lawful activity shall be in furtherance of the purposes set forth in the paragraph THIRD of the Articles of Incorporation, which said purposes shall be exempt under Section 501 (c) (5) of the Internal Revenue Code.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1040 Frederick Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Eugene Long, 11462 Hughs Church Road, Detour, Maryland. Said resident agent is an adult citizen of Maryland and presently resides therein at the above address. ✓

FIFTH: This Corporation is a nonstock corporation formed pursuant to the terms and provisions of Title 5, Subtitle 2, Nonstock Corporation, of the Corporations and Association Article of the Annotated Code of Maryland; and, therefore, this Corporation has no authority to issue capital stock. ✓

SIXTH: The total number of directors of the Corporation may be fixed and thereafter increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number required by Section 2-402 of the Annotated Code of Maryland, as amended or replaced and initially the Board of Directors shall consist of six (6) persons, and the names of the Directors who shall act until the First Annual Meeting of the membership of the Corporation, or until their successors are duly chosen and qualified are:

John Allen  
Roy W. Crum, Jr.  
Wayne Armacost  
Harry Roach, III  
William E. Walker  
Ronald Maidens

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, directors,

officers, or other private purposes, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD of these Articles of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity not permitted to be carried on:

(a) by a corporation exempt from Federal income tax under Section 501 (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or

(b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

NINTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time of dissolution qualify as an exempt organization or organizations under Section 501 (c) (5) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine; PROVIDED, HOWEVER, that to the extent possible the Board of Directors shall see to the distribution of the assets of the Corporation upon dissolution to a corporation or corporations, founded for basically the same purposes as the Corporation, as long as such recipient organization shall be exempt under Section 501 (c) (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

TENTH: The Board of Directors of the Corporation is hereby authorized to design and issue membership certificates to those individuals applying and qualifying for membership. The qualifications for becoming a member of the Corporation shall be established in the By-Laws of the Corporation as originally adopted and as amended from time to time.

The original By-Laws of the Corporation shall be adopted by the initial directors of the Corporation as herein set forth. Thereafter, the Board of Directors shall have the power to make, alter, or repeal By-Laws, except as the By-Laws from time to time in effect may provide for member action for adoption, alteration, or repeal of particular

By-Law provisions.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 29<sup>th</sup> day of March, 1984.

WITNESS:

J. W. [Signature] Eugene Long (SEAL)  
Eugene Long

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 29<sup>th</sup> day of March, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Eugene Long, who acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal on the day and year first above written.

Jacqueline P. [Signature]  
NOTARY PUBLIC

My Commission Expires:  
July 1, 1986



ARTICLES OF INCORPORATION  
OF  
MID-EAST MILK LAB SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 02, 1984 AT 12:15 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2640, FOLI 003059 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1694611

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Dean W. Fisher*



RECORD 7.50  
8 SUB 102.00  
04 8484 8-22 P3:31

*Letter of Consent  
Attached*

THE CELLAR DOOR OF CARROLL COUNTY, INC.

ARTICLES OF INCORPORATION

FIRST: I, Charles O. Fisher, whose post office address is 179 East Main Street, Westminster, Carroll County, Maryland 21157, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is THE CELLAR DOOR OF CARROLL COUNTY, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage generally in the operations of restaurants, pubs, delicatessens and the sale of food as well as the sale of alcoholic beverages to the extent allowed by licenses issued for the use of the Corporation from time to time.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 114 East Magnolia Avenue, ✓ Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Constantine P. Nakopoulos, 114 East Magnolia Avenue, Hagerstown, Maryland ✓ 21740. Said Resident Agent is an individual actually residing in this State.

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FIFTH: The total number of shares of stock which the corporation has authority to issue is Five Thousand (5,000) shares, having no par value, all of one class, that being voting Common Stock. After the original issuance of stock, the stockholders of the Corporation shall have preemptive rights with respect to the sale by the Corporation of any additional shares of stock, whether treasury stock or authorized but unissued stock, regardless of the purpose for sale. This preemptive right may be waived in any particular instance of the issuance of shares of stock in the Corporation by a majority vote of the stockholders of the Corporation.

SIXTH: The total number of directors of the Corporation may be fixed and thereafter increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of stockholders of the Corporation if there are less than three (3) stockholders, and the name of the director who shall act until the First Annual Meeting of the Shareholders, or until his successors are duly chosen and qualified is: Charles O. Fisher.

SEVENTH: (a) Any holder of Common Stock if desirous of selling or transferring all or any of his shares of Common Stock, and the executor or personal representative of any deceased holder of Common Stock, if desirous of selling or transferring all or any of such shares belonging to the estate of such deceased holder, and the purchaser of any share or shares of Common Stock, including any purchaser at any judicial sale, if desirous of selling or

transferring any or all of such shares, and the donee of the holder of any of such shares if desiring to transfer any such shares, and any pledgee of any share or shares of Common Stock before bringing any suit, action or proceeding or doing any act to foreclose his pledge, and any holder of any of the Common Stock of the Corporation desiring to dispose of the same shall first deliver to the President or Treasurer of the Corporation, and to every other holder of Common Stock, written notice by certified mail, postage prepaid, return receipt requested, of such desire to sell, transfer, or of intention to foreclose, as the case may be, designating the number of such share or shares to be sold, transferred or foreclosed, and the number of the certificate or certificates therefor.

(b) The President under the direction of the Board of Directors shall, within five (5) days of delivery of such written notice, contact the accountant then performing accounting services for the Corporation. The President shall instruct the accountant in writing to determine the book value of the Common Stock of the Corporation being offered for sale in accordance with generally accepted accounting practices.

(c) The Corporation's accountant shall, within fifteen (15) days after the sending of the notice to him specified in Seventh (b) above, determine the book value as aforesaid of shares of Common Stock in the Corporation and shall forthwith give written notice of his determination to the Corporation and to the party wishing to sell, transfer or foreclose. Also, notice of the accountant's

determination of book value will be sent to every other holder of Common Stock by the Corporation within three (3) days of the Corporation's receipt of book value determination from the accountant. The Corporation and the party wishing to dispose of stock shall each pay one-half of the charges of the Corporation's accountant to perform the above services.

(d) The Board of Directors shall thereupon have an enforceable option, for the period of twenty-five (25) days after receipt of the notice of book value determination by the accountant, of purchasing said share or shares for the Corporation at the book value. Within such 25 days, partial payment shall be made by the Board of Directors by depositing 10% of the book value to the credit of the shareholder, personal representative, grantee, donee, assignee, pledge or holder, as applicable, in any bank in Frederick County, Maryland, that said individual shall designate, with the balance due being deposited in like manner within 75 days after receipt of the notice of value, with the total book value to be held in escrow by an individual (escrow agent) selected by the Board of Directors of the Corporation, and paid to such selling person by the escrow agent only upon surrender of the certificate or certificates for said shares of Common Stock properly endorsed, and the Board shall give written notice to the seller of this deposit.

(e) At expiration of said twenty-five (25) day period with the Corporation failing to exercise its option, notice of which shall immediately upon expiration be given in writing by certified

mail, return receipt requested, postage prepaid, to every other holder of Common Stock by the selling party, the other holders of Common Stock shall have an enforceable option for the period of five (5) days after receipt of the immediately aforementioned notice to buy the shares of Common Stock at the book value. Within such five (5) day period, partial payment shall be made by the group of purchasing shareholders by depositing 10% of the book value in the same manner as set forth in subparagraph (d) above, with the balance due to be deposited in like manner as described above within thirty-five (35) days after receipt of the notice first mentioned in this subparagraph (e).

The right of purchase in such case shall be ratable to respective holders of Common Stock according to the number of shares held by each shareholder as compared with the issued and outstanding stock of the Corporation adjusted for the shares being offered for sale and any outstanding treasury stock. If any of the shareholders entitled to purchase fails to accept the shares at the book value, then the other shareholders entitled to buy may purchase those shares not accepted, ratably, according to the number of shares held, at the book value. The shares being offered for sale need not be sold to the shareholders hereunder unless the purchasing shareholders agree, as a group, to buy all shares being offered for sale and proper deposits as set forth hereinabove are made.

(f) The Board of Directors are not obliged to purchase any share or shares of Common Stock at book value aforesaid, unless it

shall believe advisable, or unless it shall enter a buy-sell agreement or like contract to the contrary. But if the Board of Directors or the other common shareholders do not purchase the shares involved within the specified times, such shareholder, personal representative, grantee, donee, assignee, pledgee, or other holder shall be at their liberty to sell said share or shares to any other person allowed to purchase under Federal and State securities laws in such a way as not to destroy any exemption under which the shares of stock in the Corporation were issued and previously transferred.

(g) Any of the shareholders may transfer all or any part of his or her shares of common stock by gift, bequest, or otherwise to or for the benefit of his or her spouse, parents, brothers, sisters or children without regard to or the application of the restrictions set forth in paragraph Seventh of these Articles, but, in case of any such transfer, the transferees or legatees shall receive and hold such shares subject to all of the restrictions and provisions contained in these Articles of Incorporation, but the benefit of the exemption herein set forth shall also apply to a family transfer such transferee or legatee may wish to make.

(h) The provisions contained within this Article Seventh may be amended and/or deleted from the Articles of Incorporation of the Corporation only by a unanimous vote of the shareholders of the Corporation in an annual meeting or in a special meeting called for that purpose; PROVIDED, HOWEVER, any buy-sell agreement or like

contract for the purchase and sale of shares of stock in the Corporation which complies with any applicable provisions of the Corporations and Associations Article of the Annotated Code of Maryland, as amended and/or changed from time to time, which has been executed by all of the shareholders of the Corporation as well as the Corporation, and which is binding upon all of the shareholders existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future shareholders), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this Article Seventh which might be contrary to any provision contained in said agreement; FURTHER, PROVIDED, HOWEVER, the provisions in this Article Seventh shall in all other events control any transfer of the shares of stock in the Corporation.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders thereof:

(1) The Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of its stock of any class, and convertible securities, whether now or hereafter authorized by the stockholders, for such consideration as may be deemed advisable by the Board of Directors and without any further authorization other than initial authorization in the

Articles of Incorporation of the Corporation and without any further action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption, and the conversion rights, of such shares, but no such action will affect the preemptive rights provided for in these Articles.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; PROVIDED, HOWEVER, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interest, may be counted in

determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction; AND FURTHER, PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(4) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

The enumeration and definition of a particular power of the Board of Directors, the stockholders and/or the Corporation included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or

limit any powers otherwise conferred under the General Laws of the State of Maryland now or hereafter in force.

NINTH: In each case where the Corporations and Associations Article of the Annotated Code of Maryland, as hereafter amended from time to time, requires a more than majority affirmative vote the shareholders of the Corporation before a particular action may be taken by the Corporation, that more than majority affirmative shareholder vote requirement shall be lowered to an affirmative vote of a majority of the shareholders of the Corporation, and/or of a majority of each class of shareholders, as the case may be. This provision in the Articles is meant to reduce the more than majority stockholder voting requirement for (but not be limited to) each of the following corporate actions: Charter amendments, consolidation, merger, transfer of assets, partial liquidation, and dissolution. This provision shall in no way affect the unanimous voting provisions set forth in paragraph Seventh (h) of these Articles.

In witness whereof, I have signed these Articles of Incorporation on this 3<sup>rd</sup> day of APRIL, 1984 and I acknowledge the same to be my act.

Witness:

  
Richard C. Murray

 (SEAL)  
Charles O. Fisher

March 30, 1984

Charles O. Fisher, Esquire  
179 East Main Street  
Westminster, Maryland 21157

Department of Assessments  
and Taxation  
301 West Preston Street  
Baltimore, Maryland

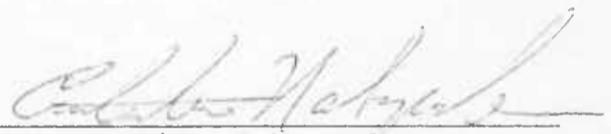
Gentlemen:

The undersigned corporation, a substantial stockholder of a new corporation to be formed under the name of The Cellar Door of Carroll County, Inc., has been requested to execute this letter consenting to the establishment of a new corporation using that name. Mr. Fisher indicates that that will be necessary because of the similarity between the name of the new corporation to be formed and Cellar Door, Inc. Accordingly, this letter is to advise you that Cellar Door, Inc. does hereby approve of the formation of the new corporation to be known as "The Cellar Door of Carroll County, Inc."

Sincerely,

CELLAR DOOR, INC.

BY:

  
Constantine Nakopoulos  
Secretary/Treasurer



*Letter of Consent*

ARTICLES OF INCORPORATION  
OF  
THE CELLAR DOOR OF CARROLL COUNTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 04, 1984 AT 09:54 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2641, FOLIO 000830 OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 30 SPECIAL FEE PAID \$  
7.50

D1695162

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.



A 156822

WACHS, KREYKENBOHM & BOONE, P.A.

609

ARTICLES OF AMENDMENT

RECORD 5.00  
8 SUB 107.00  
04 8485 8-22 P3:31

Wachs, Kreykenbohm & Boone, P.A., a Maryland corporation having its principal office in Hagerstown, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out the second paragraph and inserting in lieu thereof the following:

SECOND: The name of the corporation is:

Wachs, Boone, Goerl & Bannon, P.A.

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the corporation.

IN WITNESS WHEREOF, Wachs, Boone, Goerl & Bannon, P.A. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and attested by its Secretary or one of its Assistant Secretaries on March 1, 1984.

ATTEST:

WACHS, BOONE, GOERL & BANNON, P.A.

  
W. Kennedy Boone, III, Esq.  
Secretary

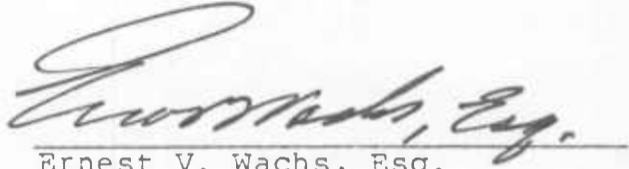
BY:   
Ernest V. Wachs, Esq.  
President

RECEIVED

40748232

610

THE UNDERSIGNED, President of Wachs, Boone, Goerl & Bannon, P.A., who executed on behalf of said Corporation, the foregoing Article of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Ernest V. Wachs, Esq.  
President

ARTICLES OF AMENDMENT

611

OF

WACHS, KREYKENBOHM AND BOONE, P.A.

Changing its name to:

WACHS, BOONE, GOERL & BANNON, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 14, 1984 at 10:34 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2639, folio 001711, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



A 164328

FUNK PLUMBING & HEATING, INC.

RECORD 5.00  
B SUB 112.00  
04 8486 8-22 P3:32

ARTICLES OF DISSOLUTION

FUNK PLUMBING & HEATING, INC. a Maryland corporation, having its principal office at Route 3, Box 180, Hagerstown, Maryland 21740, Washington County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office of the principal office address of the principal office of the Corporation in the State of Maryland is Route 3, Box 180, Hagerstown, Maryland 21740.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereinafter instituted or filed against the Corporation for one year after dissolution, and thereafter until the affairs of the Corporation are wound up, is William D. Parker, 1491 Salem Avenue, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office addresses of the Directors are: William D. Parker, 1491 Salem Avenue, Hagerstown, Maryland 21740; Onnie B. Funk, 415 Guilford Avenue, Hagerstown, Maryland 21740; and Shirley E. Parker, Route 3, Box 180, Hagerstown, Maryland 21740.

FIFTH: The name, title and post office address of each of the officers of the corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
William D. Parker	President	1491 Salem Avenue, Hagerstown, Maryland 21740
Shirley E. Parker	Secretary and Treasurer	Route 3, Box 180, Hagerstown, Maryland 21740

SIXTH: The Board of Directors of the Corporation authorized a meeting of the Shareholders to be convened and held on September 1, 1983, to adopt resolutions declaring the dissolution of the Corporation to be advisable and adopting a Plan of Complete Liquidation and Dissolution and directing that the proposed dissolution of the Corporation and Plan of Liquidation be referred to the shareholders for action thereon.

32798222  
40728183

SEVENTH: The dissolution proposed and advised by the Board of Directors was authorized by the shareholders of the Corporation at a meeting duly convened and held on September 1, 1983, by the affirmative vote of all of the stock entitled to vote thereon.

EIGHTH: The dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the shareholders of the Corporation in the manner and by the vote required by Section 3-401 of Corporations and Associations Chapter of the Annotated Code of Maryland.

NINTH: Notice that dissolution of the Corporation has been duly authorized pursuant to the provisions of the Laws of Maryland was mailed on the 1st day of September, 1983, to all known creditors of the Corporation.

TENTH: These Articles of Dissolution are accompanied by Certificates of the Comptroller of the Treasury of the State of Maryland and of the State Department of Assessments and Taxation of Maryland and of the Treasurer for Washington County, Maryland, stating in effect that all taxes owing to the State of Maryland including all taxes levied on assessments made by said Department and billed and payable to any collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, and evidencing the payment of all taxes on real estate of the Corporation which is all situated in Washington County, Maryland.

IN WITNESS WHEREOF, Funk Plumbing and Heating, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 1st day of September, 1983.

FUNK PLUMBING AND HEATING, INC.

(CORP. SEAL)

ATTEST: Shirley E. Parker  
Shirley E. Parker, Secretary

By William D. Parker  
William D. Parker, President

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 30th day of September A.D., 1983, before me, the subscriber, a Notary public in and for the State and County aforesaid, personally appeared William D. Parker, President of Funk Plumbing and Heating, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation.

WITNESS my hand and official Notarial Seal.

*James D. Hodge*  
Notary Public

My Commission Expires: 7/1/86

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 6th day of September A.D., 1983, before me, the subscriber, a Notary public in and for the State and County aforesaid, personally appeared Shirley E. Parker, and made oath in due form of law that she was Secretary of the meeting of all of the Shareholders of said Corporation at which the dissolution of the Corporation therein set forth was authorized, and the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

*Joan M. Lucas*  
Notary Public

My Commission Expires: 7/1/86

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the FUNK PLUMBING & HEATING, INC. were received for record on March 13, 1984 in accordance with the provisions of Sec. 3-107 of the Corporations and Associations Article of the Code.

*Gene L. Buner*  
Director

003770  
615



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P.O. BOX 466      PHONE (301)-269-3814  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ, C.P.A.  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

FUNK PLUMBING AND HEATING INC.

have been paid.

WITNESS my hand and official seal this

25th day of JULY      A.D. 1983.



*Ellen F. Thompson*  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

FUNK PLUMBING AND HEATING, INC.

THIS IS TO CERTIFY, That the books and records of the County Treasurer of Washington County, Maryland, show that all real and personal property taxes owing by said Corporation to the County of Washington have been paid.

WITNESS the hand and seal of Harry C. Snook, County Treasurer for Washington County, Maryland, this *21st* day of *September*, 1983.

*Harry C. Snook* (SEAL)  
Harry C. Snook, Treasurer for Washington  
County, Maryland

FUNK PLUMBING AND HEATING, INC.

THIS IS TO CERTIFY, That the books and records of the City of Hagerstown show that all real and personal property taxes owing by said Corporation to the City of Hagerstown have been paid.

WITNESS the hand and seal of GeorgiAnn N. Lucas, City Clerk, for the City of Hagerstown, this 21st day of September, 1983.

*GeorgiAnn N. Lucas* (SEAL)



*Dwaine M. Murdock, Treas.*

ARTICLES OF DISSOLUTION  
OF  
FUNK PLUMBING & HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 13, 1984 at 9:30 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2639, folio 003766, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 164356

619 000214  
 8-22 117.00  
 8-22 5.00  
 PRBL 112.00  
 RECORD 5.00  
 B SUB 117.00

MARYLAND MODERN METHODS, INC.  
ARTICLES OF REVIVAL

Maryland Modern Methods, Inc., a Maryland corporation, having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on November 18, 1970, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Maryland Modern Methods, Inc.

THIRD: The name by which the Corporation will hereafter be known is Maryland Modern Methods, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 29 North Prospect Street, Hagerstown, Washington County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Richard M. Greenwald, 746 Mt. Vernon Drive, Hagerstown, Washington County, Maryland 21740. Said resident agent is a citizen actually residing in this State.

1971 FEB 14 A 11:25

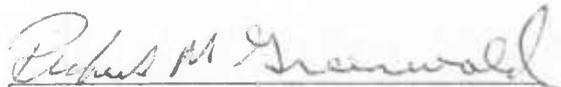
40458330

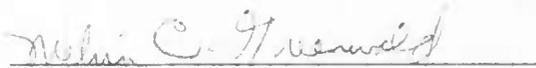
~~38308028~~

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
- (c) Paid all State and Local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and
- (d) Paid an amount equal to all State and Local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable to the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on December 19, , 1983.

  
Richard M. Greenwald  
Last Acting President

  
Melvin C. Greenwald  
Last Acting Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 19<sup>th</sup> day of December, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard M. Greenwald, the last acting President, and Melvin C. Greenwald, the last acting Secretary of Maryland Modern Methods, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and Official Notarial Seal.

Gloria S. Moore  
Notary Public

My Commission Expires:  
July 1, 1986





CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

RECORD  
~~8-546~~ 13.50  
04 9243 8-30 P3:50

CLERK OF THE CIRCUIT COURT  
Washington County  
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_  
THE HAGERSTOWN EQUIPMENT COMPANY (MD CORP.) TRANSFEROR

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is \_\_\_\_\_  
M/L ELECTRIC COMPANY, INC. (MD CORP.) TRANSFEREES  
JACK E. BARR and EVELYN C. BARR (INDIVIDUAL TRANSFEREES)

3) The Articles were accepted for record on \_\_\_\_\_

As Witness my hand and the Official seal of the said Department at Baltimore this 22nd day of May, 1984.



Paul B. Anderson  
Charter Specialist

624

Received for record Aug. 30, 1984 at 3:51 o'clock P.M.  
Liber #33

000713

Record 1.25  
B Sub 14.75  
04 9244 8-30 P3:51

Board of Trustees' Resolution  
Designating Resident Agent

RESOLVED: That the Resident Agent of the corporation in the State of Maryland be and he is hereby designated as Horace W. Murphy, whose post office address is 251 East Antietam Street, Hagerstown, Maryland, and who is a resident of the State of Maryland.

RESOLVED: That the proper officers of the corporation be and they are hereby authorized and directed for and on behalf of the corporation to file an appropriate certified copy of this Resolution with the State Department of Assessments and Taxation and to do and perform any and all other necessary and proper acts incident thereto.

J. J. McElwee, Jr.  
John J. McElwee, Jr.,  
Assistant Secretary

(Corporate Seal)



41188159

LAW OFFICES  
URNER, MCGRORY, NAIRN, BARTON & SCHAEFER  
100 WEST WASHINGTON STREET  
HAGERSTOWN, MARYLAND 21740

JOHN H. URNER  
RICHARD F. MCGRORY  
WILLIAM P. NAIRN  
WILLIAM S. BARTON  
MICHAEL J. SCHAEFER  
THOMAS M. DIGIROLAMO

301-739-3030

April 16, 1984

RECORD 1.25  
B SUR 14.75  
04 9244 8-30 P3:51

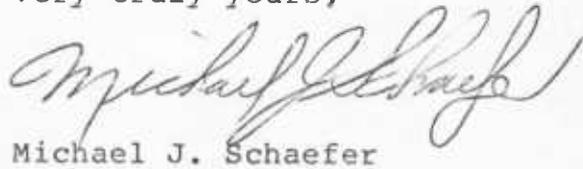
State Department of  
Assessments and Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

Attention: Mrs. Betty Cassidy  
Corporate Charter Division

Dear Mrs. Cassidy:

You will find enclosed a certified Resolution designating a Resident Agent for The Washington County Hospital Association. We are in great need of a Certificate of Good Standing in connection with a large loan closing occurring April 17, 1984. Upon receipt of this Resolution, please finalize a Certificate of Good Standing. We will have someone from Info-Quest pick it up in the morning.

Very truly yours,



Michael J. Schaefer

/c

PUROLATOR

626

NOTICE OF DESIGNATION OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

THE WASHINGTON COUNTY HOSPITAL ASSOCIATION

received for record April 17, 1984

, at 8:30 A. M.

and recorded on Film No. 2642

Frame No. 000711 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N<sup>o</sup> 20008

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

1.25

Return to: Urner, McGrory, Nairn, Barton & Schaeffer  
100 West Washington Street  
Hagerstown, Maryland 21740

rc

RESOLUTION

FROM ANNUAL MEETING OF THE BOARD OF DIRECTORS

POTOMAC ANESTHESIA ASSOCIATES, DRs. HAAK & VOLCJAK, P.A.

The Annual Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at 201 South Cleveland Avenue, Hagerstown, Maryland 21740 at 10:00 a.m. on the 24th day of March 1984 with the following Directors present:

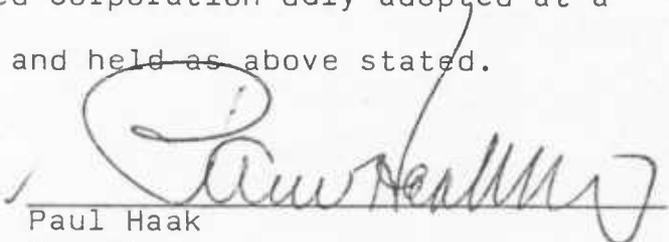
Paul Haak  
Edward Volcjak  
Carolyn Volcjak

The following Resolution at said meeting was passed:

RECORD 1.25  
8 SUB 16.00  
04 9245 8-30 P3:51

RESOLVED, that a change of address of the principal office of the Corporation be filed with the State Department of Assessments and Taxation of Maryland as follows: The principal office of Potomace Anesthesia Associates, Drs. Haak & Volcjak, P.A., a Maryland corporation, is 1190 Mt. Aetna Road, Hagerstown, Maryland 21740.

THIS WILL CERTIFY that the aforegoin is a true copy of the Resolution of the above-named Corporation duly adopted at a special meeting duly called and held as above stated.

  
Paul Haak  
Secretary

1984 APR 25 A 11:43

41168572

## NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

POTOMAC ANESTHESIA ASSOCIATES, DRs. HAAK &amp; VOLCJAK, P.A.

received for record April 25, 1984

, at 11:43 A. M.

and recorded on Film No. 2642

Frame 000693 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N<sup>o</sup> 19999

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

Return to: Meyers & Young  
 81 West Washington Street  
 Hagerstown, Maryland 21740

rc

ARTICLES OF AMENDMENT  
FOR THE  
FIRST CHRISTIAN CHURCH OF  
HAGERSTOWN, MARYLAND

RECORD 2.50  
B SUB 18.50  
04 9246 8-30 P3:52

The First Christian Church of Hagerstown, Maryland, a Maryland non-stock Corporation, having its principal office in Hagerstown, Washington County, Maryland (hereinafter referred to as the "Corporation") hereby executes, ratifies and establishes the following amendments, alterations and insertions to its Charter and any subsequent amendments executed prior hereto:

FIRST: The charter of the Corporation is hereby amended by striking out Item 1 in the first Paragraph and substituting the following:

1. That this Church be called the First Christian Church (Disciples of Christ) of Hagerstown, Maryland.

SECOND: The Charter of the Corporation is hereby amended by striking Items ii and iii and substituting the following:

ii. That the number of trustees shall be six (6), not under twenty-one (21) years of age and members of this congregation, and that the minister in charge who is under the laws of Maryland, by virtue of his ministry, a member of the body politico of the Corporation, shall constitute the seventh trustee so that there shall be seven (7) trustees in all, six (6) of whom shall be elected by this congregation as hereinafter provided.

40908372

~~40878125~~  
Return 1985

iii. That two (2) of these trustees shall be elected annually at the annual meeting of the Corporation, by a majority of the voting members of the congregation present over eighteen (18) years of age and in the event of the failure to elect, the existing trustees shall continue in office until their successors are duly elected.

THIRD: That there are no shares entitled to vote, either outstanding or subscribed for, as the Corporation is a non-stock Corporation pursuant to the laws of the State of Maryland. That these amendments are made after the first meeting of the Board of Trustees and thereby require a majority vote of the entire Board of Trustees. That pursuant to the procedure to amend a charter under the laws of the State of Maryland where the Corporation is a non-stock Corporation, the Board of Trustees held a meeting on the 12th day of February, 1983, and approved and executed the amendments hereinabove set forth by a majority vote of the entire Board of Trustees.

IN WITNESS WHEREOF, these Articles of Amendment have been duly signed, attested to and executed by the Trustees of the First Christian Church of Hagerstown, Maryland, on behalf of and in the name of said Church.

FIRST CHRISTIAN CHURCH OF  
HAGERSTOWN, MARYLAND

Lawrence H. Middleton      Charles Donald Hamby  
Lorraine E. Carey      Kenneth L. Adams

Diana Carey  
Albert G. Petherick  
Fermin E. Carey  
Albert G. Petherick  
Carol S. Duellhuis  
Carol S. Duellhuis

Janie Spawley Lott  
Clark T. Haynes  
William C. Blackwell  
Alvin C. C. C. C.  
Samuel B. Lee  
Jacob W. Bare

ARTICLES OF AMENDMENT

OF

FIRST CHRISTIAN CHURCH OF HAGERSTOWN, MARYLAND

CHANGING ITS NAME TO

FIRST CHRISTIAN CHURCH (DISCIPLES OF CHRIST) OF HAGERSTOWN  
MARYLAND

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 30, 1984 at 10:42 o'clock A. M. as in conformity  
with law and ordered recorded.

**002905**

Recorded in Liber **2642**, folio \_\_\_\_\_, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ <sup>2.50</sup> 10.00 Special Fee paid \$ \_\_\_\_\_

To the clerk of the \_\_\_\_\_ Circuit Court of \_\_\_\_\_ Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



**A 164535**

THE HAGERSTOWN EQUIPMENT COMPANY  
ARTICLES OF SALE AND TRANSFER

THESE ARTICLES OF SALE AND TRANSFER, are entered into this 26th day of April, 1984 by and between The Hagerstown Equipment Company, a Maryland corporation, hereinafter referred to as "Transferor", and M/L Electric Company, Inc., a Maryland corporation, hereinafter referred to as the "Corporate Transferee", and Jack E. Barr and Evelyn C. Barr, hereinafter referred to as the "Individual Transferees".

RECORD 5.00  
SUB 23.50  
04 9247 8-30 P3:53

THIS IS TO CERTIFY:

FIRST: The Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to the Transferees, their heirs, successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of the Corporate Transferee is: M/L Electric Company, Inc., 339 East Antietam Street, Hagerstown, Maryland, 21740; and that of the Individual Transferees is: Jack E. Barr and Evelyn C. Barr, is 339 East Antietam Street, Hagerstown, Maryland, 21740.

THIRD: The Transferor and Transferee corporations are both organized and duly existing under the laws of the State of Maryland and that the Individual Transferees are residents of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Corporate Transferee for the property and assets

41578281

hereby transferred to it as set forth in Article NINTH herein, is Two Hundred Forty Thousand (\$240,000.00) Dollars and the consideration to be paid by the Individual Transferees for the real estate hereby transferred to them as set forth in Article NINTH herein is One Hundred Forty Thousand (\$140,000.00) Dollars, to be paid to the Transferors in accordance with the terms and conditions as set forth in an Agreement of Sale between the two corporations and the individuals dated March 23, 1984, which Agreement of Sale is incorporated herein by reference thereto.

FIFTH: The principal office of the Transferor is in the City of Hagerstown, State of Maryland. The only county in which the Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records is Washington County, Maryland.

SIXTH: The location of the principal office of the Corporate Transferee and Individual Transferee in the State of Maryland is 339 East Antietam Street, Hagerstown, Maryland, 21740.

SEVENTH: The Board of Directors of the Transferor by unanimous written informal action signed by all of the members thereof filed with the minutes of the proceedings of the Board of Directors, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all of the assets of the Transferor as set forth herein is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by

the Corporations and Associations Article of the Annotated Code of Maryland and the charter of the Transferor.

A unanimous written action setting forth the approval of these Articles of Sale and Transfer was signed by all of the stockholders of the Transferor entitled to vote thereon, and such unanimous written action is filed with the minutes of the proceedings of the stockholders of the Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the charter of the Transferor.

EIGHTH: As to the Corporate Transferee, the sale, assignment and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the charter of the Corporate Transferee and by the laws of the State of Maryland.

NINTH: In consideration of the payment to the Transferor of Two Hundred Forty Thousand (\$240,000.00) Dollars in accordance with the terms and conditions of the Agreement, the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign unto the Corporate Transferee, its successors and assigns: All inventory, equipment, accounts receivables, cash on hand, prepaid credits and all other assets of the Transferor corporation, exclusive of the real estate located in Washington County, Maryland.

In consideration of the payment to the Transferor of One Hundred Forty Thousand (\$140,000.00) Dollars in accordance with the terms and conditions of the Agreement, the Transferor

does hereby bargain, sell, deed, grant, convey, transfer, set over and assign unto the Individual Transferees, their heirs, successors and assigns: Real estate and improvements located at the northeast corner of Maryland Avenue and Garlinger Avenue, in Hagerstown, Washington County, Maryland.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by the Transferor and Transferees in accordance with the laws of the State of Maryland.

IN WITNESS WHEREOF, The Hagerstown Equipment Company and M/L Electric Company, Inc. have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its President and attested to by its Secretary as of this 26th day of April, 1984; and the Individual Transferees have executed the same on their own behalf.

ATTEST AS TO SEAL:

THE HAGERSTOWN EQUIPMENT COMPANY

*[Signature]*  
Secretary

BY: *[Signature]*  
President

M/L ELECTRIC COMPANY, INC.

*[Signature]*  
Secretary

BY: *[Signature]*  
President

WITNESS:

*[Signature]*

*[Signature]*  
Jack E. Barr

*[Signature]*  
Evelyn C. Barr

ACKNOWLEDGMENT

The undersigned President of The Hagerstown Equipment Company, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects under the penalties of perjury.

THE HAGERSTOWN EQUIPMENT  
COMPANY

BY: Bernard C. Young  
President

ACKNOWLEDGMENT

The undersigned President of M/L Electric Company, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects under the penalties of perjury.

M/L ELECTRIC COMPANY, INC.

BY: Paul E. Barr  
President

ACKNOWLEDGMENT

The undersigned, Jack E. Barr and Evelyn C. Barr, Individual Transferees, who executed the foregoing Articles of Sale and Transfer of which this certificate is made a part, hereby acknowledge the foregoing Articles of Sale and Transfer to be their voluntary act and deed, and further certify that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects under the penalties of perjury.

Paul E. Barr  
Jack E. Barr

Evelyn C. Barr  
Evelyn C. Barr

ARTICLES OF SALE AND TRANSFER

BETWEEN

THE HAGERSTOWN EQUIPMENT COMPANY (MD CORP.) TRANSFEROR

AND

M/L ELECTRIC COMPANY, INC. (MD CORP.) TRANSFEREES  
JACK E. BARR and EVELYN C. BARR (INDIVIDUAL TRANSFEREES)

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 16, 1984 at 8:26 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2648, folio 001108, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____	Recording fee paid \$ <u>20.00</u>	Special Fee paid \$ _____
Cert. of Conv. -Wash. Co.-Land Reconds	<u>4.00</u>	
	<u>24.00</u>	

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*G. B. Auburn*



A 165058

Received for record on August 30, 1984 at 3:53 o'clock P.M. Liber #33

**ARTICLES OF AMENDMENT  
OF  
AMTRONICS, INC.**

**AMTRONICS, INC.,** a Maryland Corporation, having principal office at 1301 Virginia Avenue, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

**FIRST:** The Charter of the Corporation is hereby amended by striking Article **Fourth** in its entirety and by substituting in lieu thereof the following new Article **Fourth**.

**FOURTH:** The post office address of the principal office of the Corporation in this State is 1301 Virginia Avenue, Hagerstown, MD 21740. The Resident Agent of the Corporation is Wayne E. Alter, Jr., 1301 Virginia Avenue, Hagerstown, MD 21740, who is a citizen of the State of Maryland and actually resides therein.

**SECOND:** The Charter of the Corporation is hereby amended to change the name of the Corporation to DYNAMARK SECURITY CENTERS, INC.

**THIRD:** The Charter of the Corporation is hereby amended by striking Article **Fifth** in its entirety and by substituting in lieu thereof the following new Article **FIFTH**.

**FIFTH:** The total number of shares of capital stock the Corporation is authorized to issue is One Million (1,000,000) shares of Class A Common Stock, with a par value of Ten Cents (10¢), and Four Million Shares (4,000,000) shares of Class B Common Stock, with a par value of Ten Cents (10¢) and Three Hundred Thirty Six Thousand Eight Hundred and Seventy (336,870) shares of Preferred Stock, with a par value of One Dollar (\$1.00). The aggregate par value of all Classes having par value is Eight Hundred Thirty Six Thousand Eight Hundred and Seventy Dollars (\$836,870.00).

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40878810

RECORD 5.00  
B SUB 28-50  
DATE 8-30 3:53

A description of each Class of Stock with its rights, voting powers, restrictions, limitations as to dividends, and qualifications is as follows:

1. The holders of Class A Common Stock to the exclusion of the holders of Class B Common Stock and Preferred Stock, shall have all voting rights, powers and privileges as stockholders of the Corporation, and the holders of Class B Common Stock and Preferred Stock shall have no voting rights, powers or privileges for any purpose.
2. At any time after issuance, but in no event later than five years after issuance or not later than sixty days prior to a public offering of the securities of the Corporation, whichever shall first occur, all or a portion of the Preferred Stock may, by agreement of the stockholders and the Corporation, be converted into a number of shares of Class B Common Stock, having an aggregate value equal to the aggregate par value of the shares of Preferred Stock converted. The number of shares of Class B Common Stock to be exchanged for each share of Preferred Stock shall be determined by the Board of Directors.

However, should the holders of Preferred Stock and the Corporation be unable to agree on the conversion of Preferred Stock to Class B Common Stock, the Corporation shall, not later than five years after issuance or not later than sixty days prior to a public offering of the securities of the Corporation, whichever shall first occur, redeem all Preferred Shares at a price of One Dollar (\$1.00) per share.

3. In the event of any voluntary or involuntary liquidation (in whole or in part), dissolution, or winding-up of the Corporation, the holders of the Common Stock and the Preferred Stock of the Corporation shall be paid out of the assets of the Corporation available for distribution to its stockholders in the following order of priority.

- (a) First, to the holders of the Preferred Stock an amount equal to ONE (\$1.00) Dollars per share.

- (b) Second, thereafter, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of Common Stock, share and share alike, in proportion to their respective stockholdings.

4. In the event of a merger or consolidation of the Corporation with or into any other Corporation or a share exchange involving the Corporation, the holders of the Preferred Stock of the Corporation, shall, at their option, be paid ONE (\$1.00) DOLLAR per share out of the assets of the Corporation available for distribution to its stockholders.

**FOURTH:** In compliance with Section 2-607, Corporations and Associations Article of the Annotated Code of Maryland, the Corporation states as follows:

1. Prior to amendment the Corporation was authorized to issue 10,000 shares of Common Stock having a par value of Ten (10) Dollars per share, with an aggregate par value of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

2. As amended, the Corporation is authorized to issue ONE MILLION (1,000,000) shares of Class A Common Stock, having a par value of TEN CENTS (10¢) per share, Four Million Shares (4,000,000) shares of Class B Common Stock, having a par value of TEN CENTS (10¢) per share, and Three Hundred Thirty Six Thousand Eight Hundred and Seventy (336,870) shares of Preferred Stock having a par value of One Dollar (\$1.00) per share. The aggregate par value of all Classes of Stock having a par value is Eight Hundred and Thirty Six Thousand Eight Hundred Seventy Dollars (\$836,870.00).

3. A description, as amended, of each class, including the preferences, conversion and other rights, voting powers, restrictions, limitations to dividends, qualifications, and terms and conditions of redemption, is set forth in paragraph **THIRD** of these Articles of Amendment.

**FIFTH:** The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

**SIXTH:** By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action taken by the Stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the corporation duly,

unanimously approved said amendments, there being, therefore, no objecting stockholders under Section 2-602 (a) (3) of the Corporations and Associations Article of the Annotated Code of Maryland.

**SEVENTH: The manner and basis of implementing these amendments shall be as follows:**

Upon acceptance of these Articles of Amendment by the State Department of Assessments and Taxation of Maryland, each of the outstanding shares of Common Stock of the Corporation shall forthwith be surrendered in exchange for ONE HUNDRED (100) shares of Class A Common Stock having a par value of TEN (10¢) per share. The shares so surrendered shall be cancelled.

**IN WITNESS WHEREOF, AMTRONICS, INC.**

Has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 22

day of March, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of Amtronics, Inc., and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

AMTRONICS, INC.

*Donald W. Messinger*

Secretary

By *Wayne E. Alter, Jr.*

Wayne E. Alter, Jr., President



ARTICLES OF AMENDMENT

OF

AMTRONICS, INC.

Changing its name to:

DYNAMARK SECURITY CENTERS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1984 at 2:40 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2646, folio 000437, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 148.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Johnson*



A 164451

## THE WASHINGTON COUNTY HOSPITAL ASSOCIATION

## ARTICLES OF AMENDMENT

RECORD	5.00
8 SUB	33.50
04 8249	8-30 P3:54

The Washington County Hospital Association, a Maryland nonstock corporation having its principal office in Washington County, Maryland, hereinafter called the "Corporation" hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out subsection (a) of Section 5 of said Charter and by substituting in lieu thereof a new subsection (a) to read as follows:

Section 5 (a) The terms of the members of the Board of Trustees shall be six (6) years with each member being eligible to serve one additional term of six years consecutive with the first term. No Trustee shall be eligible for re-election to a third term until at least one year after the expiration of his second term. Any vacancy on the Board of Trustees in whatever manner occurring or existing may in the discretion of said Board be filled at any regular monthly meeting.

SECOND: The amendment to the Charter of the Corporation herein made was duly approved by the affirmative vote of at least two-thirds of the Board of Trustees of the Corporation at a meeting duly convened and held on April 29, 1982 and resolution adopted thereat declaring said amendment to be advisable.

THIRD: That a meeting of the members of the Corporation was duly convened and held on April 29, 1982 and the amendment to the Charter of the Corporation herein made was duly approved

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and adopted at said meeting by the affirmative vote of at least two-thirds of the members of the Corporation in conformity with the Charter of the Corporation.

IN WITNESS WHEREOF the Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary this  1st  day of  June , 1982.

THE WASHINGTON COUNTY HOSPITAL ASSOCIATION

(CORP. SEAL)

BY:  [Signature]  (SEAL)  
President

ATTEST:  [Signature]   
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this     1st day of June, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Horace W. Murphy, President of The Washington County Hospital Association, a Maryland nonstock corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Michael J. Schaefer and made oath in due form of law that he was Assistant Secretary of the meetings of Members of the Corporation at which the amendments of the Charter of the Corporation herein set forth were approved and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Carol A. Miller  
Notary Public

My Commission Expires:

July 1, 1982

ARTICLES OF AMENDMENT  
OF  
THE WASHINGTON COUNTY HOSPITAL ASSOCIATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 17, 1984 at 8:43 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2644, folio **002325**, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



A 164764

Received for record Aug. 30, 1984 at 3:54 p.m. Liber #33

EDWARD N. BUTTON, P. A.

ARTICLES OF REVIVAL

RECORD 5.00  
B SUB 38.50  
2-30 P3:54

First: The name of the corporation at the time the charter was forfeited was Edward N. Button, P. A.

Second: The name which the corporation will use after revival is Button & McDowell, P. A.

Third: The name and address of the resident agent are Edward N. Button, 635 Oak Hill Avenue, Hagerstown, Maryland 21740

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

Fifth: At or prior to the filing of these Articles of Revival, the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

The undersigned who were respectively the last acting president (or vice-president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Edward N. Button President 1/19/84  
Last Acting President  
(or Vice President)

John A. McDowell Secretary 1/19/84  
Last Acting Secretary  
(or Treasurer)

1984 APR 17 P 2:51

40238330

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ARTICLES OF REVIVAL

OF

EDWARD N. BUTTON, P.A.

Changing its name to

BUTTON & McDOWELL, P. A.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 17, 1984 at 2:51 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 264 A, folio 002395, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D.W. Hill*



A 164783

Received for record August 30, 1984 at 3:55 p.m. Liber #33

ARTICLES OF SALE AND TRANSFER

RECORD 5.00  
8 SUB 43.50  
04 9251 8-30 P3:55

ARTICLES OF SALE AND TRANSFER entered into this 21st day of March, 1984, by and between Eldridge Servicenter, Inc., a Maryland corporation (hereinafter sometimes referred to as the "Transferor") and Martin A. Ritchick, Debra A. Ritchick, Larry E. Welty and Bonnie L. Welty, trading as Eldridge Servicenter, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of the Transferee is 319 East Antietam Street, Hagerstown, Maryland.

THIRD: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article EIGHTH herein, is Thirteen Thousand Five Hundred Dollars (\$13,500.00) to be paid to Transferor.

FOURTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland.

FIFTH: The location of the principal office of the Transferee in the State of Maryland is 319 East Antietam Street, Hagerstown, Maryland. There is no county in which Transferee owns

1984 APR 19 A 10:27

41108099

property, the title to which could be affected by the recording of an instrument among the Land Records, is Washington County.

SIXTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved by each of the individual Transferees.

EIGHTH: In consideration of the payment to the Transferor of the amount set out in Article THIRD, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, title to all the personal property and equipment listed in Schedule "A", attached hereto and made a part hereof.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland, by Transferor, a Maryland corporation, and Transferee, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Transferor and Transferee, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in their respective names and on behalf of the corporation party to these Articles of Sale and Transfer, by its President or Vice President and attested by the Secretary or an Assistant Secretary as of this 21st day of March, 1984.

ATTEST:

ELDRIDGE SERVICE CENTER, INC.

Charlotte L. House  
Secretary

BY: H. David House  
President

WITNESS:

Larry E. Welty  
Larry E. Welty  
Larry E. Welty  
Larry E. Welty

Martin A. Ritchick  
Martin A. Ritchick  
Debra A. Ritchick  
Debra A. Ritchick  
Larry E. Welty  
Larry E. Welty  
Bonnie L. Welty  
Bonnie L. Welty  
Trading As Eldridge Servicenter

ELDRIDGE SERVICENTER, INC.  
319 E. ANTIETAM STREET  
P.O. Box 1494  
HAGERSTOWN, MARYLAND 21740

1 Walker 10 Ton Floor Jack	\$ 709.00
1 Walker Transmission Jack	291.00
4 Jack Stands - 5 Ton	94.00
1 Pump with Dolly	384.00
1 Solar 500 Battery Charger	107.00
1 Air Wrench	169.00
1 Air Compressor	1,934.00
1 Solar Mig Welder	1,007.00
1 Gas Welder Cart	61.00
1 Gas Welder	148.00
1 Scope Analyzer	6,022.00
1 Westinghouse Starter	271.00
1 Crane & Hoist	620.00
1 Tire Changer	202.00
Mitchell Manuals	598.00
4 Fire Extinguishers	121.00
2 Jack Stands - 5 Ton	46.00
1 Head Light Machine	84.00
1 Carburetor Cleaner	51.00
1 Power Bleeder	57.00
1 Gear Oil Pump	93.00
1 Oil Drain	32.00
100' Air Hose	55.00
3 Drain Pans	21.00
1 Oil & Grease Hose	79.00
1 Bench Vise 6"	43.00
1 Bench Grinder	47.00
1 Socket Set	57.00
4 Extension Cord - H.D. 25'	41.00
1 Pik-A-Nut Bin	56.00
	\$13,500.00

ARTICLES OF SALE AND TRANSFER

BETWEEN

ELDRIGE SERVICENTER, INC. (MD CORP.) TRANSFEROR

AND

MARTIN A. RITCHICK, DEBRA A. RITCHICK, husband and wife  
LARRY E. WELTY and BONNIE L. WELTY (MD TRANSFEREES)

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 19, 1984 at 10:27 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2646, folio 000355, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ <sup>5.00</sup> 20.00 Special Fee paid \$ \_\_\_\_\_

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



A 164819

Received for record Aug. 30, 1984 at 3:55 p.m. Liber #33

ARTICLES OF AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION OF  
HAGERSTOWN PRODUCE COMPANY, INC.

RECORD 5.00  
B SUR 48.50  
04 9252 8-30 P3:55

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of the Hagerstown Produce Company, Inc., a Maryland Corporation, having its principal office in Hagerstown, Maryland, at a meeting duly called and held on January 3, 1984, upon motion, duly made, seconded and carried, adopted the following resolutions:

RESOLVED: That it is advisable to amend the Charter of the corporation by electing to be a "close corporation" as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

RESOLVED: That it is advisable to amend the Charter of the corporation by striking out paragraph "FOURTH" of the Certificate of Incorporation and inserting, in lieu thereof, the following:

"FOURTH: The post office address and principal place of business of the corporation in this State is 716 Oak Hill Avenue, Hagerstown, Maryland, 21740. The resident agent of the corporation is Edwin B. Glesner, Jr., whose post office address is 13 East Potomac Street, Williamsport, Maryland, 21795. Said resident agent is a citizen of the State of Maryland, and actually resides therein."

RESOLVED: That a meeting of the stockholders of the corporation to take action upon the adoption of the proposed amendment advised, as aforesaid, be and the same is hereby called to convene at the office of the Company, at 716 Oak Hill Avenue, Hagerstown, Maryland, 21740, on January 3, 1984.

SECOND: That a meeting of the stockholders of the corporation called by the Board of Directors of the corporation as aforesaid, and duly warned in compliance with the corporation laws of the State of Maryland, was held January 3, 1984 and at said meeting of the stockholders by the affirmative vote of all of the common capital stock issued and outstanding and entitled to vote, duly adopted the amendments to the Charter of the corporation advised by the Board of Directors as aforesaid.

IN WITNESS WHEREOF, the said corporation has caused these presents to be signed in its name by its President and its corporate seal to be affixed and attested by its Secretary.

HAGERSTOWN PRODUCE COMPANY, INC.

By Edwin B. Glesner Sr. Pres.  
Edwin B. Glesner, Sr., President

ATTEST TO CORPORATE SEAL:

Helen L. Glesner  
Helen L. Glesner, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 23<sup>rd</sup> day of April, A.D., 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edwin B. Glesner, Sr., President of the Hagerstown Produce Company, Inc., a Maryland corporation, and acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time also appeared Helen L. Glesner, Secretary, and made oath in due form of law that she was Secretary of the Meeting of the stockholders of the corporation at which the amendments of the Charter of the corporation were adopted and that the matters and facts set forth in said Articles of Amendment are true.

WITNESS my hand and official Notarial Seal the day and year first above written.

*[Handwritten Signature]*  
Notary Public

My Commission Expires:  
July 1, 1976

*[Faint, illegible text, likely bleed-through from the reverse side of the page]*

ARTICLES OF AMENDMENT  
OF  
HAGERSTOWN PRODUCE COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 25, 1984 at 10:42 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2646, folio 001391, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ <sup>5.00</sup> 20.00 Special Fee paid \$ \_\_\_\_\_

To the clerk of the \_\_\_\_\_ Circuit Court of \_\_\_\_\_ Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Anderson*



A 164958

RECORD 5.00  
2 SUB 53.50  
04 9253 8-30 P3:56

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC.

THIS IS TO CERTIFY:

FIRST: That the Trustees of God's Word to the World International Fellowship, Inc., a Maryland religious corporation, having its principal office in Hagerstown, Maryland, at a meeting duly called and held on April 15, 1984, upon Motion duly made, seconded and carried, adopted the following resolution:

RESOLVED: That it is advisable to amend the Articles of Incorporation of the corporation by adding the following Article:

"FOURTEENTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code."

SECOND: That a meeting of the adult members of the Congregation called by the Trustees of the corporation as aforesaid, and duly warned in compliance with Section 5-308 of the Corporations and Associations Volume of the Annotated Code of Maryland, was held May 6, 1984, and at said meeting of the congregations, by the affirmative vote of a majority of the adult members present at the meeting, duly adopted the Amendment to the Articles of Incorporation advised by the Trustees.

IN WITNESS WHEREOF, the said Corporation has caused these presents to be signed in its name by the Trustees this 14 day of May A.D., 1984.

GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC.

By Richard E. Hottle Pres.  
Alverta H. Brinton  
Daniel J. Barnhart  
Trustees

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 14 day of May A.D., 1984, before me, the subscriber, a Notary public in and for the State and County aforesaid, personally appeared Alverta H. Brinton, Assistant Secretary of God's Word to The World International Fellowship, Inc., who did make oath in due form of law that she was Secretary of the Meeting of the Congregation at which the amendment of the Charter of the Corporation was adopted, and that the matters and facts set forth in said Articles of Amendment are true and correct.

WITNESS my hand and official Notarial Seal.

Joann M. Lucas  
Notary Public

My Commission Expires: 7/1/86

41888247



ARTICLES OF AMENDMENT

OF

GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 15, 1984 at 11:02 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2646, folio 001872, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Robinson*



A 165062

Received for record Aug. 30, 1984 at 3:56 p.m. Liber #33

660

BYERS, INC.

## ARTICLES OF INCORPORATION

FIRST: The undersigned, Rollin E. Byers, Michael A. Byers, and Joan A. Byers, whose post office addresses are 16 N. Conococheague Street, Williamsport, Maryland, Route 3, Box 230, Williamsport, Maryland, and 16 N. Conococheague Street, Williamsport, Maryland, respectively, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

RECORD	5.00
B SUB	58.50
04 9254	8-30 P3:56

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Byers, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

- 1) To establish, maintain, conduct, and operate restaurants and stores of every kind, nature and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute, and otherwise generally deal in any and all articles of food, food products, household products, groceries, dairy products, wines, liquors, beverages of all kinds, meat and meat products, vegetables and vegetable products, provisions, produce, poultry fish, game and food supplies of all kind, both of wholesale and retail, and acquire, construct, maintain operate, buy, sell, and deal in stores selling such goods, wares and merchandises, to acquire construct, maintain, operate, or sell or dispose of factories, machinery and equipment, markets, and stores, depots, and gathering and delivery routes and systems for such purposes.
- 2) To borrow money and issue evidences of indebtedness in furtherance of any and all of the objects of its business, and to secure the same by mortgage, deed of trust, pledge or other lien.
- 3) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of the Corporation.
- 4) To engage in any other lawful business.
- 5) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

41018253

✓ FOURTH: The post office address of the principle office of the Corporation is 16 North Conococheague Street, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Rollin E. Byers, 16 N. Conococheague Street, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock of all classes which the Corporation has authority to issue is one-thousand (1,000) shares of common stock without par value, divided into 100 shares of voting common stock without par value and 900 shares of non-voting common stock without par value.

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, after first obtaining the unanimous approval of all stockholders of the Corporation.

SIXTH: The Corporation shall have three (3) directors and Rollin E. Byers, Joan A. Byers and Michael Byers shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation upon unanimous approval of the stockholders reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and severally acknowledged the same to be our act on this 6<sup>th</sup> day of April, 19 84.

WITNESS:

Thomas J. Spahn  
Thomas J. Spahn  
Thomas J. Spahn

Rollin E. Byers.  
 Rollin E. Byers  
Michael A. Byers  
 Michael A. Byers  
Joan A. Byers  
 Joan A. Byers

662

ARTICLES OF INCORPORATION  
OF  
BYERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 10, 1984 AT 11:37 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2642, FOLIO 001262 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1698216

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 158587

ARTICLES OF INCORPORATION

FOR

J. & W. Mechanical Services, Inc.

(A Close Corporation)

RECORD 5.00  
8 SUB 63.50  
04 9255 8-30 PG:57

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is J. & W. Mechanical Services, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are as follows:

(a) To engage in mechanical services, design and fabrication.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

(c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that

LAW OFFICES RICHARD W. LAURICELLA

41088052

the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of the Corporation.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforesaid enumeration of the purposes, objects and the business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation in this State is 321 Carroll Road, ✓  
Smithsburg, Maryland 21783. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said ✓  
resident agent is a citizen of the State of Maryland and actually resides therein.

LAW OFFICES RICHARD W. LAURICELLA

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SEVENTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be James Ensminger.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12<sup>th</sup> day of April, 1984.

WITNESS:

*Richard W. Lauricella*  
Richard W. Lauricella

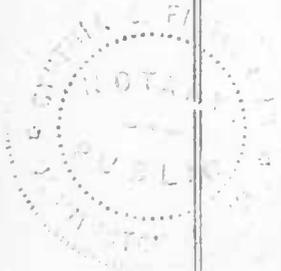
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12<sup>th</sup> day of April, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:  
July 1, 1986

*Cynthia Fitzgerald*  
Notary Public



ARTICLES OF INCORPORATION  
OF  
J. & W. MECHANICAL SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 16, 1984 AT 04:07 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2643, FOLIO 003361, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1700897

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*G. B. Quinn*



A 158781

ARTICLES OF INCORPORATION  
ROUFEN, INC.

RECORD 5.00  
B SUB 68.50  
04 9256 8-30 P3:57

FIRST: The undersigned, John R. Salvatore, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Roufen, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To own, operate and manage restaurants, carry-out shops, and other eating establishments including but not limited to those establishments serving alcoholic beverages.

2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

✓ FOURTH: The post office address of the principal office of the Corporation in Maryland is 1565-67 Potomac Avenue, Suite 27 and 28, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is John R. Salvatore, 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, par value, Ten (\$10.00) Dollars.

LO:DA  
98-11-180

41178081

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

William J. Fennel  
Richard E. Roulette  
John R. Salvatore

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act  
this 9th day of April, 1984.

WITNESS:

*Richard E. Roulette*

*John R. Salvatore*  
John R. Salvatore

ARTICLES OF INCORPORATION  
OF  
ROUFEN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 26, 1984 AT 10:07 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2645, FOLIO **002251** ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1705771

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Gal B. Robinson



A 158428

Received for record August 30, 1984 at 3:58 p.m.  
Liber #33

MOLDS BY VICKI, INC.

A MARYLAND CLOSE CORPORATION,  
ORGANIZED PURSUANT TO TITLE 4 OF THE  
CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE  
ANNOTATED CODE OF MARYLAND

ARTICLES OF INCORPORATION

RECORD 5.00  
SUB 73.50  
9257 8-30 P3:58  
1984 APR 27 P 3:24

FIRST: I, Dale R. Detrow, whose post office address is Rt. 1, Box 67-A, Mt. Aetna Rd., Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is MOLDS BY VICKI, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are as follows:

(1) To make any and all types of plastic molds, signs and any other type of plastic item.

(2) To engage in any other lawful purpose and/or business and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this state is Rt. 1, Box 67-A, Mt. Aetna Rd., Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this state are Dale R. Detrow, Rt. 1, Box 67-A, Mt. Aetna Rd., Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of Common Stock, without par value.

JOHN CHURLA, JR.  
ATTORNEY AT LAW  
200 N. POTOMAC ST.  
HAGERSTOWN, MD 21740  
(301) 725-1888

41188367

All of the issued stock of the Corporation shall be subject to the following restriction on transfer.

Each stockholder shall offer to the Corporation or to the other stockholders, if any, of the Corporation, a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock. In the event said stock is to be sold, it shall be sold at book value at the end of the nearest tax year.

SEVENTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Dale R. Detrow, Rt. 1, Box 67-A, Mt. Aetna Rd., Hagerstown, MD 21740.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(b) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: (a) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "indemnification Section") as amended from

time to time, shall have the same meaning as provided in the Indemnification Section.

(b) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(c) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding, referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24<sup>th</sup> day of April, 1984, and I acknowledge the same to be my act.

WITNESS:

Dale R. Detrow

Dale R. Detrow

Wesley L. Detrow

ARTICLES OF INCORPORATION  
OF  
MOLDS BY VICKI, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 27, 1984 AT 04:27 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2645, FOLI 002331, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 <sup>5.00</sup> SPECIAL FEE PAID \$ \_\_\_\_\_

D1705912

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

D. W. Hill



A 158442

RA  
H

STEP OF FAITH ENTERPRISES, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, E. Kenneth Grove, Jr., whose Post Office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

RECORD 5.00  
78.50  
04 7258 8-30 P3:58

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Step of Faith Enterprises, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

- (1) To advance the gospel of Jesus Christ through Christian family entertainment.
- (2) To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
- (3) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
- (4) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.
- (5) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 419 North Prospect Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Darren R. Andrews, 419 North Prospect Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

40948190

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock at a par value of Ten (\$10.00) Dollars per share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be three (3) , which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successor(s) are duly chosen and qualified are: Darren R. Andrews, Dale R. Holmes and Robert W. Perrow.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(b) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation and severally acknowledge same to be our act  
this 1st day of April, A.D., 1984.

Witness:

Nancy C. Buyer

E. Kenneth Grove, Jr.  
E. Kenneth Grove, Jr.

ARTICLES OF INCORPORATION  
OF  
STEP OF FAITH ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 03, 1984 AT 10:27 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2641, FOLIO 002620 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1695857

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. Robinson*



A 156892

Received for record August 30, 1984 at 3:59 p.m. Liber #33

679

ARTICLES OF INCORPORATION  
OF  
THE HOME CENTER PHARMACY, INC.

THIS IS TO CERTIFY:

FIRST: That Dolores Y. Creek the subscriber, as Incorporator, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgement and filing of these Articles.

RECORD 5.00  
B SUB 83-50  
04 9259 8-30 P3:59

SECOND: That the name of the corporation (which is hereinafter called Corporation) is: THE HOME CENTER PHARMACY, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To own and operate retail drug stores and pharmacies, to purchase, sell, and deal generally in drugs, medicines, proprietary articles. To manufacture, purchase, sell, import, export and deal generally in drugs, medicines, proprietary articles, druggists' sundries, chemicals, extracts, tinctures, ointments, liniments, toilet articles, surgical apparatus, orthopedic appliances, physicians' and hospital supplies, and general merchandise; and to engage in any business incidental thereto.

(b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise. The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and

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subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the corporation in this State is 283 W. Main Street, Hancock, Maryland 21750. The resident agent of the Corporation is Dolores Y. Creek whose address is 281 West Main Street, Hancock, Maryland 21750 who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares without a par value.

SIXTH: The Corporation shall have 5 directors, Dolores Y. Creek, Karen A. Creek, Beverly A. Creek, Vicky J. Creek, David B. Creek and Dolores Y. Creek shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(b) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF; I have signed these Articles of Incorporation, this 16<sup>th</sup> day of APRIL, 1984.

Dolores Y. Creek

STATE OF MARYLAND; WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 16<sup>th</sup> day of April 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Dolores Y. Creek and acknowledged the foregoing Articles of Incorporation to be her act.

WITNESS my hand and Official Notarial Seal the day and year last above written.



Barbara E. Allen  
Notary Public

My Commission expires:

July 1, 1986

ARTICLES OF INCORPORATION  
OF  
THE HOME CENTER PHARMACY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 23, 1984 AT 11:03 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2644, FOLIO 000787, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20<sup>50</sup> SPECIAL FEE PAID \$

D1702950

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. Carlson*



A 158241

PRBL 83.50  
Record 5.00  
B SUB 88.50  
04 9260 8-30 P. 3:50  
RECORD 5.00  
B SUB

LEWIS C. METZNER, P. A.  
ARTICLES OF INCORPORATION

FIRST: I, Lewis C. Metzner, Esquire, whose post office address is 49 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Lewis C. Metzner, P. A.

THIRD: The purpose for which the Corporation is formed is to engage in the business of law and (1) to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 49 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, 49 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of share of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, with no par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Lewis C. Metzner.

SEVENTH: Except as otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any share of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

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2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the time and prices of redemption of, and the conversation rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

3. Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into this Corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12<sup>th</sup> day of April, 1984 and I acknowledge same to be my act.

WITNESS:

Sharon B Metzner

L C Metzner  
Lewis C. Metzner

ARTICLES OF INCORPORATION  
OF  
LEWIS C. METZNER, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 24, 1984 AT 10:55 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2645, FOLI 000724 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_

D1703263

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 158274

Received for record August 30, 1984 at 4:00 p.m. Liber #33

ARTICLES OF INCORPORATION

OF

RECORD 5.00  
B SUB 93.50  
04 9261 8-30 P4:0

ALLEGANY OPTICAL, P.A.  
STEVEN KASINOF, O.D.

FIRST: I, THE UNDERSIGNED, Steven K. Kasinoff, O.D., whose post office address is 417 Valley Mall, Hagerstown, Maryland, being at least twenty-one years of age, do, under and by virtue of Title 5, Subtitle 1 of the Corporations and Associations Article of The Annotated Code of Maryland, authorizing the formation of professional corporations, hereby act as Incorporator for the purpose of forming a Professional Services Corporation.

SECOND: The name of the Corporation is:

ALLEGANY OPTICAL, P.A.  
STEVEN KASINOF, O.D.

THIRD: The purposes for which the Corporation is formed are:

To engage in the business of rendering services in the practice of optometry including the rendering of all professional services in connection therewith, and any activities necessary and incident thereto, within the purview of the principals of the Code of Ethics of the American Optometry Association, and to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary or appropriate for rendering of said professional services.

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The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force.

FOURTH: The post office address of the principal office of the Corporation in the State is 417 Valley Mall, Hagerstown, Maryland. The name of the resident agent of the corporation in this State is David Oswald, C.P.A., who is a resident of this State, and the post office address of the resident agent is Smith, Elliott, Kearns & Company, 480 Potomac Stret, Hagerstown, Maryland.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be one, which number may be increased or decreased pursuant to the by-laws of the Corporation. At no time shall there be less than one director. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is:

Steven K. Kasinof, O.D.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator who executed the foregoing Articles of Incorporation hereby acknowledges the same to be his act and further acknowledges that, to the best of his knowledge the matters and facts set forth therein are true in all material respects under the penalties of perjury.

DATED:

3/21/84

Steven K. Kasinof  
Steven K. Kasinof, O.D.  
Incorporator

ARTICLES OF INCORPORATION  
OF  
ALLEGANY OPTICAL, P.A. STEVEN KASINOF, O.D.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 24, 1984 AT 10:09 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2645, FOLI 001015 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1703834

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Robinson*



A 158331

Received for record Aug. 30, 1984 at 4:01 p.m. Liber #33  
ARTICLES OF DISSOLUTION

R. B. Taylor, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is Main Street, Keedysville, Washington County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are Ralph B. Taylor, Jr., Main Street, Keedysville, Washington County, Maryland. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

Ralph B. Taylor, Jr.	Keedysville, Maryland	21756
Mildred G. Taylor	Keedysville, Maryland	21756
Judith K. Kerns	Sharpsburg, Maryland	21782

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

Ralph B. Taylor, Jr., President & Treasurer,	Keedysville, Maryland	21756
Mildred D. Taylor, Secretary	, Keedysville, Maryland	21756

SIXTH: A majority of the entire board of directors of the Corporation, at a meeting duly convened and held on December 17th, 1983, adopted a resolution declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for action by waiver of all stockholders.

RECORD 5.00  
B SUB 98.50  
04 9262 8-30 P4:01

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R. B. TAYLOR, INC.

ARTICLES OF DISSOLUTION

SEVENTH: Notice stating that a purpose of the meeting of stockholders would be to take action upon the proposed dissolution was given, as required by law, to all stockholders of the Corporation entitled to vote thereon. The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of one class of stock entitled to vote thereon.

EIGHTH: The dissolution of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation as required by law and the Charter of the Corporation.

NINTH: Notice that dissolution of the Corporation had been duly authorized pursuant to Article 23 of the Annotated Code of Maryland and the Corporation has no known creditors.

TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid.

Harry Snook, Tax Collector for Washington County  
Donna Young, Tax Collector for the Town of Keedysville

IN WITNESS WHEREOF, R. B. Taylor, Inc., has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on February 1, 1984.

Attest:

R. B. TAYLOR, INC.

Mildred D. Taylor  
(Mildred D. Taylor, Secretary)

By: Ralph B. Taylor, Jr.  
(Ralph B. Taylor, Jr., President)

STATE OF MARYLAND, ss:  
County of Washington,

I HEREBY CERTIFY that on March 14, 1984, before me the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared Ralph B. Taylor, President of R. B. Taylor, Inc., a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Dissolution with respect to the approval thereof are true to the best of his knowledge, information and belief.

Barbara M. Wyand  
(notary)



OFFICE OF  
HARRY C. SNOOK  
COUNTY TREASURER  
COURT HOUSE ANNEX  
HAGERSTOWN, MARYLAND 21740  
Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer  
~~LEONAH H. HOLMES, Deputy Treasurer~~  
HELEN B. LEWIS, Deputy Treasurer

*The Court House*  
SERVING WASHINGTON COUNTY SINCE 1873

February 2, 1984

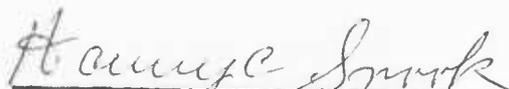
RE: DISSOLUTION  
R. B. Taylor, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

R. B. TAYLOR, INC.

have been paid accordingly: real estate through the fiscal year July 1, 1983 to June 30th, 1984; personal property through the fiscal year July 1, 1982 to June 30th, 1983. No certification for the 1983-84 fiscal year has been received by this office for personal property taxes as of this date.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 2nd day of February, 1984.

  
Harry C. Snook  
Treasurer for Washington  
County, Maryland

slb

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## KEEDYSVILLE CORPORATION

"WHERE NORTHERN THRIFT AND PERSONALITY BLEND WITH SOUTHERN CHARM AND HOSPITALITY"

KEEDYSVILLE, MARYLAND 21756

RALPH B. TAYLOR, MAYOR  
LESTER HINES, ASST. MAYOR  
DONNA YOUNG, CLERK

COUNCILMEN:  
RICHARD SINNISEN  
HAROLD LOWE  
ELMER WYAND

Feb. 8, 1984

Dear Mr. Swain,

Upon request of Mr. Taylor, this is to inform you that all taxes, personal property and real estate, for the Town of Keedysville are paid and up to date for the R. B. Taylor Inc.

Sincerely yours,  
Donna G. Young-Tax Collector

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION  
of the R. B. TAYLOR, INC.

were received for record on April 25, 1984

in accordance with the provisions of Sec. 3-107 of the  
Corporations and Associations Article of the Code.

*Gene L. Binner*

Director



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P.O. BOX 466      PHONE (301)-269-3814  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ, C.P.A.  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

R.B. TAYLOR INC.

have been paid.

WITNESS my hand and official seal this

6th day of MARCH      A.D. 1984.

*Patricia A. Meekal*

DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

ARTICLES OF DISSOLUTION

OF

R. B. TAYLOR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 25, 1984 at 9:01 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2646, folio 001236, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



A 164934

ARTICLES OF VOLUNTARY DISSOLUTION  
OF  
DONALD E. MARTIN, M.D., P.A.

FIRST: The Corporation is hereby dissolved.

RECORD 5.00  
B SUB 103.50  
04 9263 8-30 P4:02

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 363 South Cleveland Avenue, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are completed is:

Lynn F. Meyers, Esquire  
81 W. Washington Street  
Hagerstown, Maryland 21740

FOURTH: The names and addresses of each Director of the Corporation are as follow:

- a. Donald E. Martin, M.D.  
363 South Cleveland Avenue  
Hagerstown, Maryland 21740
- b. Ellen P. Martin  
363 South Cleveland Avenue  
Hagerstown, Maryland 21740

FIFTH: The name, title and post office address of each officer of the Corporation are as follows:

Donald E. Martin, M.D., President & Treasurer  
Ellen P. Martin, Vice President and Secretary

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized by the holders of all the issued and outstanding stock by the Corporation, and, thus was approved by said Shareholders in the manner and by the vote required by law and the charter of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland stating that all taxes, not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each said certificate by the Corporation, including, taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

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IN WITNESS WHEREOF: Donald E. Martin, M.D., P.A. has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this \_\_\_\_\_ day of \_\_\_\_\_, 1983.

Attest to Signature and Corporate Seal:

DONALD E. MARTIN, M.D., P.A.

Ellen P. Martin  
Ellen P. Martin  
Secretary

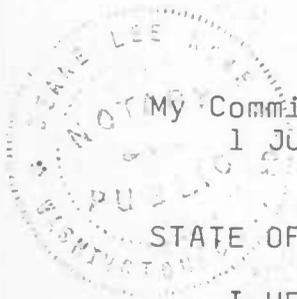
By Donald E. Martin MO  
Donald E. Martin, M.D.  
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-wit:

I HEREBY CERTIFY, that on this \_\_\_\_\_ day of \_\_\_\_\_, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald E. Martin, President of Donald E. Martin, M.D., P.A., personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Qiane Lee Rowe  
Notary Public



My Commission Expires:  
1 July 1986

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-wit:

I HEREBY CERTIFY, that on this \_\_\_\_\_ day of \_\_\_\_\_, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ellen P. Martin, who made oath in due form of law that she was Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that she was likewise Secretary of the meeting of the Stockholders held in reference thereto, and that the matters and facts set forth in the foregoing Articles of Voluntary Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Qiane Lee Rowe  
Notary Public



My Commission Expires:  
1 July 1986



CITY OF HAGERSTOWN  
MARYLAND

DEPARTMENT OF REVENUE & FINANCE  
CITY HALL

TAX COLL'R & TREAS.

October 7, 1983

Meyers & Young, P. A.  
Attorneys at Law  
81 West Washington Street  
Hagerstown, Maryland 21740

To Whom It May Concern:

I, Florence M. Murdock, Treasurer for the City of Hagerstown, Maryland do hereby certify that the records of this office do not show any unpaid municipal taxes, interest or penalties owing by DONALD E. MARTIN, M.D., P.A. up to and including the fiscal year 1983-84.

  
Florence M. Murdock  
City Treasurer

OCT 11 1983

OFFICE OF  
**HARRY C. SNOOK**  
**COUNTY TREASURER**  
 COURT HOUSE ANNEX  
 HAGERSTOWN, MARYLAND 21740  
 Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer  
 LEONA H. HOLMES, Deputy Treasurer  
 HELEN B. LEWIS, Deputy Treasurer

*The Court House*  
 SERVING WASHINGTON COUNTY SINCE 1873  
 October 31, 1983

RE: Certification - Donald E. Martin, M.D., P. A.

This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments and taxation and billed by and payable to the County Treasurer for Washington County by

DONALD E. MARTIN, M.D., P.A.

have been paid to and including the year July 1, 1983 to June 30, 1984.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 31st day of October, 1983.

*Harry C. Snook*  
 Harry C. Snook  
 Treasurer for Washington  
 County, Maryland

slb

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION

of the DONALD E. MARTIN, M.D., P.A.

were received for record on March 30, 1984

in accordance with the provisions of Sec. 3-407 of the

Corporations and Associations Article of the Code.

*Jane L. Buner*  
 Director



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P.O. BOX 466      PHONE (301)-269-3814  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
  
J. BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ, C.P.A.  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

DONALD E. MARTIN M.D., P.A., INC.

have been paid.

WITNESS my hand and official seal this

26th day of OCTOBER      A.D. 1983.

  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

ARTICLES OF DISSOLUTION

OF

DONALD E. MARTIN, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 30, 1984 at 9:01 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2641, folio 002285, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Robinson*



A 164463

Received for Record October 17, 1984 at 12:11 o'clock P.M. Liber 33

RECORD .50  
B SUB 1.00  
04 2920 10-17F12:11

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT  
Washington County  
Hagerstown, MD 21740

Dear Sir:

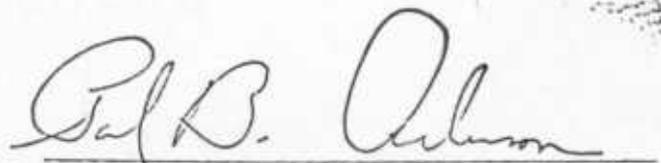
In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_  
CEARFOSS ENTERPRISES, INC. (MD CORP.) TRANSFEROR

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is \_\_\_\_\_  
SAMUEL H. HAWBAKER, (INDIVIDUAL) TRANSFER

3) The Articles were accepted for record on May 18, 1984, at 2:59 PM

As Witness my hand and the Official seal of the said Department at Baltimore this 28th day of May, 1984.

  
Paul B. Anderson  
Charter Specialist

CEARFOSS ENTERPRISES, INC.

RECORD 5.00  
8 SUB 6.00  
04 2921 10-17P12:11

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 18th day of May, 1984, by and between CEARFOSS ENTERPRISES, INC., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor"), and SAMUEL H. HAWBAKER, a resident of Maryland, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Samuel H. Hawbaker, Route 3, Box 468, Smithsburg, Maryland 21783.

THIRD: The name and state of incorporation of the corporation party to these Articles of Sale and Transfer is as follows:

Transferor is Cearfoss Enterprises, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is a resident of the State of Maryland and is an individual residing in Washington County, Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is Fifty-Six Thousand Dollars (\$56,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the attached Contract of Sale (hereinafter referred to as the "Agreement") between Transferee and Transferor dated March 29, 1984, which Agreement is incorporated by reference herein.

FIFTH: The principal office of Transferor is in Cearfoss, Hagerstown, Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is Washington County.

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SIXTH: The address of the Transferee is Route 3, Box 486, Smithsburg, Maryland.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal acting setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: In consideration of the payment to Transferor of Fifty-Six Thousand Dollars (\$56,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

All that tract or parcel of ground, together with the improvements thereon, situate in Washington County, Maryland, and being more particularly described as follows: BEGINNING in the center line of the Williamsport-Greencastle Road where the same is intersected by the division line between the lands of Mrs. Martin Horst and John I. Ebersole and running thence along said division line North 72 degrees 45 minutes West 266 feet, more or less, to the East marginal line of a 14 foot alley, thence with the latter, South 18 degrees 30 minutes West 208 feet, more or less, to the lands of Walter and Katie Myers,

thence with the latter, South 72 degrees 45 minutes East 100 feet, more or less, to the land of Howard J. Wishard and with the latter, North 18 degrees 30 minutes East 100 feet, more or less, to a point, thence further by the same South 72 degrees 45 minutes East 166 feet, more or less, to the center line of the said Williamsport-Greencastle Road and with it North 18 degrees 30 minutes East 108 feet, more or less, to the place of beginning.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transfer, a Maryland Corporation, and Transferee, a resident of the State of Maryland, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Cearfoss Enterprises, Inc., and Samuel H. Hawbaker, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer, as of this 18th day of May, 1984.



ATTEST:

Carol J. Martin  
Secretary

CEARFOSS ENTERPRISES, INC.

BY: Wilbur Orlo Martin  
Wilbur Orlo Martin, President

WITNESS:

E. Kenneth Egan

Samuel H. Hawbaker  
Samuel H. Hawbaker

THE UNDERSIGNED, President of Cearfoss Enterprises, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made apart, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Wilbur Orlo Martin  
Wilbur Orlo Martin, President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To Wit:

I hereby certify that on this 18th day of May, 1984, before me, the subscribed notary public in and for the State and County aforesaid, personally appeared Samuel H. Hawbaker, the Transferee herein, who acknowledged the foregoing Articles of Sale and Transfer to be his voluntary act and deed and who further certified that to the best of his knowledge, information and belief, the matters and facts set forth herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

*Berice Young*  
\_\_\_\_\_  
Notary Public



My Commission Expires:  
1 July 1986



001351



# OLDE TOWNE REALTY

16 NORTH AVENUE

HAGERSTOWN, MARYLAND 21740

301-797-0200



## CONTRACT OF SALE

MEMBER HAGERSTOWN BOARD OF REALTORS, INC.

This agreement, made this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, by and between  
**CEARFLOSS ENTERPRISES** hereinafter called the Sellers,  
 whose address is **OLD GREENCASTLE PIKE**  
 and **SAMUEL H. HAWBAKEN** hereinafter called the Buyers,  
 whose address is **RTE 3, BOX 468, SMITHSBURG, MD 21753**

WITNESSETH: That the Sellers do hereby agree to sell and do sell to the Buyers, and the Buyers agree to purchase and do purchase all the following described real property with all easements and appurtenances attached thereto, situated in **CEARFLOSS** County **WASHINGTON** State of **MARYLAND** Being all that parcel or land, together with the improvements thereon, situated on the \_\_\_\_\_ side of **OLD GREENCASTLE PIKE** and fronting approximately **150** feet thereon, better known as \_\_\_\_\_

and being more described in a Deed recorded among the Land Records of said County in Liber **725** Folio **234**

A. At and for the sum of \_\_\_\_\_ Dollars \$ **56,000**  
 Earnest money paid herewith \_\_\_\_\_ Dollars \$ **500**  
 Balance to be paid upon delivery of Deed at settlement \_\_\_\_\_ Dollars \$ **55,500**

B. This contract is contingent upon the ability of the purchaser to obtain a first mortgage loan of at least \$ **40,000** with interest of **14** per cent per annum or the prevailing purchase money mortgage rate at the time of loan commitment. Purchaser agrees to make loan application within six (6) days from contract date and to pursue such application diligently, applying, if necessary, to a minimum of three (3) lending institutions to obtain financing or this contingency shall be deemed waived by the purchaser. Purchaser shall notify sellers agent, in writing, within **30** days of contract date that he successfully obtained approval of his loan such notice to constitute waiver of this contingency by the purchaser. If such notice is not received by the sellers agent and the purchasers shall have met all other requirements of this paragraph, seller shall have the option at any time thereafter to declare this contract null and void in which case the deposit will be returned to the purchaser without costs.

C. Settlement to be on or before **JUNE 1, 1984**

D. Possession of said premises shall be delivered to the Buyers on date of settlement. If the Sellers shall fail to do so, and they occupy the property, or any portion thereof, the Sellers shall thereafter become tenants by sufferance, and thereby expressly waive any notice to quit required by law. The property is subject to an existing tenancy as follows:

E. Upon payment of the whole purchase money, the Sellers agree to execute and deliver to Buyers a good and sufficient Deed for the property, containing covenants of general warranty and further assurances. Title is to be good and merchantable free of liens and encumbrances except as specified herein and except: Use and occupancy restrictions of public record which are generally applicable to properties in the immediate neighborhood or the subdivision in which the property is located, and publicly recorded easements for public utilities and any other easements which may be observed by an inspection of the property. If the title should be found defective and cannot be perfected, then this agreement shall be null and void and the earnest money shall be returned to the Buyers, without interest, damages or costs. If legal steps are necessary to perfect the title, such action must be taken promptly by the Sellers at their own expense, whereupon the time herein specified for settlement will be extended for the period necessary for such prompt action.

F. If the purchaser shall fail to make settlement as herein agreed, the earnest money paid under this contract may be forfeited at the option of the Sellers; in the event of the forfeiture of the earnest money, the Real Estate Agent shall be entitled to one-half thereof as a compensation for his services, said amount not to exceed the amount of the full commission as herein specified.

G. Ground rent, rent, water rent, taxes (including Metropolitan District or County Sanitary Commission charges for sewer and water, if any) and all other public charges on an annual basis, against the premises shall be apportioned as of date of settlement, at which time possession shall be given, unless otherwise agreed upon herein. Cost of all documentary stamps required by law, recordation tax and transfer tax, where required by law, shall be divided equally between the parties hereto.

H. The Seller shall bear the full risk of damage to the property resulting from fire, windstorm, malicious mischief, theft or other perils included under a standard fire and extended coverage policy until time of settlement.

I. The principles to this contract mutually agree that it shall be binding upon them, their respective heirs, executors, administrators, or assigns; that this contract contains the final and entire agreement between the parties hereto, and that they shall not be bound by any terms, conditions, statements, warranties or representation, oral or written, not herein contained.

J. THE PURCHASERS MAY SELECT THEIR OWN TITLE INSURANCE, SETTLEMENT OR ESCROW, OR TITLE ATTORNEY.

K. The Sellers, by their acceptance of this contract, agree to recognize **OLDE TOWNE REALTY** as the "Listing" Agency, and **OLDE TOWNE REALTY** as the "Selling" Agency, and agree to

pay a total brokerage fee for all services rendered by both agencies amounting to **10** % of the sale price and further agree that the party making settlement may deduct the aforesaid brokerage fee from the proceeds of the sale at the time of final settlement and pay same to the aforesaid "Listing" Agency. The entire earnest money paid hereunder shall be held by the "Listing" Agency in a special trust account until settlement hereunder is made.

L. The Sellers agree that all mechanical equipment included in this sale will be in good operating condition at time of settlement unless otherwise stated herein. The property sold includes any heating, plumbing, lighting fixtures, awnings, screens, shades, storm windows, television antenna, built-in electrical appliances, and other permanent equipment now on the property unless otherwise agreed herein, plus any other non-real estate items mentioned below:

### SPECIAL CONDITIONS:

M. **BUYER WANTS RE-INSTRUCTION OF PROPERTY WITH ALL UTILITIES**

N. **CONTINGENT ON BUYERS GREENSBURG RD., SMITHSBURG MD PROPERTY WHICH IS UNDER CONTRACT OF SALE COMPLETING SETTLEMENT BY MAY 15, 1984.**

Witness - as to Seller's Signature(s)  
 Date **3/29/84 - 6:45 PM**

**Cearfloss Enterprises Inc.** (SEAL)  
**Samuel H. Hawbaken** (SEAL)  
 Seller's Signature(s)

Witness - as to Buyer's Signature(s)  
 Date **3/29/84**

**Samuel H. Hawbaken** (SEAL)  
 Buyer's Signature(s)

ARTICLES OF SALE AND TRANSFER

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BETWEEN

CEARFOSS ENTERPRISES, INC. (MD CORP.) TRANSFEROR

AND

SAMUEL H. HAWBAKER, (INDIVIDUAL) TRANSFEREE

approved and received for record by the State Department of Assessments and Taxation of Maryland May 18, 1984 at 2:59 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2648, folio 001342, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____	Recording fee paid \$ <u>20.00</u>	Special Fee paid \$ _____
Cert. of Conv. - Wash. Co. - Land Records	<u>4.00</u>	<u>5.00</u>
	<u>24.00</u>	

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*G. B. O'Neil*



A 165136

Received for Record October 17, 1984 at 12:11 o'clock P.M. Liber 33

RECORD 5.00  
2.00 11.00  
3.00 14.00

ARTICLES OF MERGER  
BETWEEN EWING OIL CO., INC.  
AND  
SMITH OIL CO., INC.

EWING OIL CO., INC. a corporation duly organized and existing under the laws of the State of Maryland ("EWING") and SMITH OIL CO., Inc., a corporation duly organized and existing under the laws of the State of Maryland ("SMITH"), do hereby certify that:

FIRST: EWING and SMITH agree to merge.

SECOND: The name and place of incorporation of each party to these Articles are EWING OIL CO., INC, a Maryland corporation, and SMITH OIL CO., INC., a Maryland corporation. EWING shall survive the merger and shall continue under the name EWING OIL CO., INC. as a corporation of the State of Maryland.

THIRD: EWING has its principal office in Washington County, Maryland. SMITH has its principal office in Washington County, Maryland. SMITH owns real estate in Montgomery County, Maryland.

FOURTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized, and

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approved by each corporation party to the Articles in the manner and by the vote required by its Charter and the laws of the state of its incorporation. The manner of approval was as follows:

(a) By written consent dated May 25 , 1984, signed by all of the Directors of EWING and by the holders of all of the outstanding stock of EWING and filed with the minutes of the proceedings of the Board of Directors and stockholders of EWING, the Board of Directors and stockholders of EWING adopted and approved a resolution which provided that EWING shall merge SMITH into itself on substantially the terms and conditions set forth or referred to in the resolution.

(b) By written consent dated May 25 , 1984, signed by all of the Directors of SMITH and by the holders of all of the outstanding stock of SMITH and filed with the minutes of proceedings of the Board of Directors and stockholders of SMITH, the Board of Directors and stockholders of SMITH adopted and approved a resolution which provided that SMITH shall be merged with and into EWING on substantially the terms and conditions set forth or referred to in the resolution.

FIFTH: No amendment to the Charter of EWING is to be effected as part of the merger.

SIXTH: The total number of shares of stock of all classes which EWING has authority to issue is 8,000 shares, of

which 2,000 shares are of a single class of Common Stock (par value \$50.00 per share), and 6,000 shares are of a single class of Preferred Stock (par value \$300 per share). The aggregate par value of all the shares of stock of all classes of EWING is \$1,900,000. The total number of shares of stock of all classes which SMITH has authority to issue is 1,000 shares, all of which are of a single class of Common Stock (par value \$100.00 per share). The aggregate par value of all the shares of stock of SMITH is \$100,000.

SEVENTH: The merger does not increase the authorized stock of EWING.

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:

(a) Each issued and outstanding share of the Common Stock of EWING on the effective date shall continue to be, without change, an issued and outstanding share of Common Stock of EWING.

(b) Each issued and outstanding share of the Common Stock of SMITH on the effective date shall, without further act, be converted into 25.91521 shares of the Preferred Stock of EWING.

(c) As soon as practicable following the effective date of the merger, each holder of issued and outstanding shares of Common Stock of SMITH shall be entitled to surrender to EWING the certificates representing the shares of Common Stock of SMITH held by such holder immediately prior to effectiveness of the merger, and, upon such surrender, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Preferred Stock of EWING deliverable in respect thereof.

NINTH: The merger shall become effective upon the acceptance for record, by the office of the Maryland State Department of Assessments and Taxation, of Articles of Merger relating to the transaction set forth herein.

IN WITNESS WHEREOF, EWING OIL CO., INC. and SMITH OIL CO., INC. have caused these presents to be signed in their respective names and on their respective behalves by their respective president and witnessed by their respective secretary as of May 25, 1984.

WITNESS:

EWING OIL CO., INC.  
(a Maryland corporation)

Eugene E. Bowen  
Secretary

By Caleb C. Ewing, Jr.  
Caleb C. Ewing, Jr., President

712

WITNESS:

SMITH OIL CO., INC.  
(a Maryland corporation)

Virginia Bowen  
Secretary

By Caleb C. Ewing, Jr.  
Caleb C. Ewing, Jr. President

THE UNDERSIGNED, President of Ewing Oil Co., Inc. who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

Caleb C. Ewing, Jr.  
Caleb C. Ewing, Jr., President

THE UNDERSIGNED, President of Smith Oil Co., Inc. who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

Caleb C. Ewing, Jr.  
Caleb C. Ewing, Jr., President

ARTICLES OF MERGER

MERGING

SMITH OIL CO., INC. (MD CORP.)

AND

EWING OIL CO., INC. (MD CORP.) SURVIVOR

approved and received for record by the State Department of Assessments and Taxation of Maryland May 31, 1984 at 12:18 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2653, folio 060400, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____	Recording fee paid \$ 20.00	Special Fee paid \$ _____
Cert. of Conv. -Mont. Co.-Land Records	4.00	5.00
	<u>24.00</u>	

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 165264

ARTICLES OF AMENDMENT  
OF  
DYNAMARK SECURITY CENTERS, INC.

DYNAMARK SECURITY CENTERS, INC., a Maryland Corporation, having its principal office at 1301 Virginia Avenue, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

**FIRST:** The Charter of the Corporation is hereby amended by striking Article **Fifth** in its entirety and by substituting in lieu thereof the following new Article **FIFTH**.

**FIFTH:** The total number of shares of capital stock the Corporation is authorized to issue is One Million (1,000,000) shares of Class A Common Stock, with a par value of Ten Cents (10¢), and Four Million Shares (4,000,000) shares of Class B Common Stock, with a par value of Ten Cents (10¢) and Three Hundred Thirty Six Thousand Eight Hundred and Seventy (336,870) shares of Preferred Stock, with a par value of One Dollar (\$1.00). The aggregate par value of all Classes having par value is Eight Hundred Thirty Six Thousand Eight Hundred and Seventy Dollars (\$836,870.00).

A description of each Class of Stock with its rights, voting powers, restrictions, limitations as to dividends, and qualifications is as follows:

1. The holders of Class A Common Stock to the exclusion of the holders of Class B Common Stock and Preferred Stock, shall have all voting rights and the holders of Class B Common Stock and Preferred Stock shall have no voting rights for any purpose. Both Class A and Class B Common Stock as well as Preferred Stock shall be eligible to receive dividends, but all dividends shall be payable at the sole discretion and by unanimous consent of the Board of Directors, and the Board of Directors may declare dividends for any class of stock, without being obligated to pay dividends to any other class.
2. At any time after issuance, but in no event later than five years after issuance or 60 days prior to a public offering of the securities of the Corporation, whichever shall first occur, all or a portion of the Preferred Stock of the Corporation may be either converted into a number of shares of Class B Common Stock, or redeemed by the Corporation, as determined by the decision of a majority of the entire Board of Directors, provided that no later than five years after issuance or 60 days prior to a public offering of the securities of the Corporation, whichever shall first

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occur, all shares of Preferred Stock are retired, either by conversion, redemption or a combination of both.

If converted, the shares of Preferred Stock so converted shall be exchanged for a number of shares of Class B Common Stock having an aggregate value equal to the aggregate par value of the Preferred Stock converted. The number of shares of Class B Common Stock to be exchanged for each share of Preferred Stock shall be determined by a majority of the entire Board of Directors.

If redeemed by the Corporation, each share of Preferred Stock shall be redeemed at a price of One Dollar (\$1.00) per share.

3. In the event of any voluntary or involuntary liquidation (in whole or in part), dissolution, or winding-up of the Corporation, the holders of the Common Stock and the Preferred Stock of the Corporation shall be paid out of the assets of the Corporation available for distribution to its stockholders in the following order of priority.

(a) First, to the holders of the Preferred Stock an amount equal to ONE (\$1.00) Dollars per share.

(b) Second, thereafter, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of Common Stock, share and share alike, in proportion to their respective stockholdings.

4. In the event of a merger or consolidation of the Corporation with or into any other Corporation or a share exchange involving the Corporation, the holders of the Preferred Stock of the Corporation, shall, at their option, be paid ONE (\$1.00) DOLLAR per share out of the assets of the Corporation available for distribution to its stockholders.

**SECOND:** By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action taken by the Stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the corporation duly, unanimously approved said amendments, there being, therefore, no

objecting stockholders under Section 2-602 (a) (3) of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, DYNAMARK SECURITY CENTERS, INC.,

Has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 24 day of April, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of Dynamark Security Centers, Inc., and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

DYNAMARK SECURITY CENTERS, INC.

Secretary

By Wayne E. Alter, Jr.  
Wayne E. Alter, Jr., President



ARTICLES OF AMENDMENT  
OF  
DYNAMARK SECURITY CENTERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 14, 1984 at 11:05 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2653, folio 000941, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D. W. Hill*



A 165398

718

Received for Record October 17, 1984 at 12:13 o'clock P.M.  
Liber 33

003173

RECORD 5.00  
B SUB 21.00  
04 2924 10-17P 12:13

ARTICLES OF AMENDMENT  
OF  
ROBERT L. JOSEPHS, P.A.

Robert L. Josephs, P.A., a Maryland Corporation, having its principal office at 138 E. Antietam Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

"SECOND": The name of the corporation (which is hereinafter called the "Corporation") is: Associated Foot Health, P.A. (Robert L. Josephs, D.P.M.).

SECOND: The Charter of the Corporation is hereby amended by adding the following provisions:

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

1. The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corpor-

Wm SHIRLEY 28 CHARL W: 5 JURICELLA

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ation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

2. The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interest of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been a judge to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought, or any other Court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper.

3. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 1 or 2 of this Article NINTH or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

4. Any indemnification under paragraphs 1 or 2 of this Article NINTH (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

6. Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

7. Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heir, personal representatives and general representatives of such a person.

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advise the foregoing amendments and by written informal action unanimously taken by the Stockholders of Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Robert L. Josephs, P.A., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 7<sup>th</sup> day of May, 1984 and its President acknowledges that these Articles of Amendment are the act and deed of Robert L. Josephs, P.A. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true and all material respects to the best of his knowledge, information and belief

ATTEST:

Tessie Josephs  
Secretary

Robert L. Josephs, P.A.

By: Robert L. Josephs  
Robert L. Josephs,  
President

ARTICLES OF AMENDMENT  
OF  
ROBERT L. JOSEPHS, P.A.  
Changing its name to  
ASSOCIATED FOOT HEALTH, P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 28, 1984 at 11:51 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2648 003172, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 165265

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Received for Record October 17, 1984 at 12:13 o'clock P.M.  
Liber 33

RECORD 5.00  
8 SUB 26.00  
04 2925 10-17P12:13

BOHMAN & LINDSEY, INC.

1984 MAY 25 A 11: 17

ARTICLES OF AMENDMENT

BOHMAN & LINDSEY, INC., a Maryland corporation, having its principal office at 148 West Washington Street, Hagerstown, Maryland 21740, (herein-after referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to change the name of the Corporation to BOHMAN REALTY, INC.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the fore-going amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, BOHMAN & LINDSEY, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 23<sup>rd</sup> day of May, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of BOHMAN & LINDSEY, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

BOHMAN & LINDSEY, INC.

Robert P. Bohman  
Robert P. Bohman, Secretary

BY: Joanne M. Bohman  
Joanne M. Bohman  
President

KAYLOR, POOLE  
& WANTZ  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

41483265

ARTICLES OF AMENDMENT

OF

BOHMAN AND LINDSEY, INC.

Changing its name to:

BOHMAN REALTY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 25, 1984 at 11:17 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2648, folio 002263, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gal B. Anderson



A 165225

VENICE MOTEL AND RESTAURANT, INC.

ARTICLES OF AMENDMENT

Venice Motel and Restaurant, Inc., a Maryland Corporation, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety the Fourth Article and substituting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation in this State is 431 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Marta I. Morin, 431 Dual Highway, Hagerstown, Maryland 21740.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporation and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Venice Motel and Restaurant, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 13th day of April, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of Venice Motel and Restaurant, Inc. and, under the penalties of

1984 MAY 24 A 10:12

perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

VENICE MOTEL AND RESTAURANT, INC.

Marta I. Morin  
Marta I. Morin  
Secretary

BY: Richard G. Vidoni  
Richard G. Vidoni  
President

CORPORATE SEAL:



ARTICLES OF AMENDMENT  
OF  
VENICE MOTEL AND RESTAURANT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 24, 1984 at 10:12 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2648, folio 002230, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the \_\_\_\_\_ Circuit Court of \_\_\_\_\_ Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Robinson*



A 165218

Received for Record October 17, 1984 at 12:14 o'clock P.M. Liber 33

VIDONI, INC.

RECORD  
SUB  
04 2927 36-00  
10-17-84

ARTICLES OF AMENDMENT

Vidoni, Inc., a Maryland Corporation, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety the Fourth Article and substituting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation in this State is 431 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Marta I. Morin, 431 Dual Highway, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporation and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Vidoni, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 13th day of April, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of Vidoni, Inc. and, under the penalties of perjury, that the matters and

1984 MAY 24 A 10 11

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facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

VIDONI, INC.

*Marta I. Morin*

Marta I. Morin  
Secretary

BY: *Richard G. Vidoni*

Richard G. Vidoni  
President

CORPORATE SEAL:



ARTICLES OF AMENDMENT  
OF  
VIDONI, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 24, 1984 at 10:11 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber **2648 002226**, folio \_\_\_\_\_, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Ga. B. Robinson*



A 165217

CITIZENS TO SAVE THE MARYLAND THEATRE, INC.

ARTICLES OF AMENDMENT

RECORD 5.00  
SUB 41.00  
04 1928 10-17P12:15

Citizens To Save The Maryland Theatre, Inc., a Maryland non-profit Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking ARTICLE 1 and inserting in lieu thereof the following:

Article I - Name

The name of the Corporation (which is hereafter called the "Corporation") is Maryland Theatre Association, Inc. ✓

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on February 24, 1984, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted to the State Department of Assessments and Taxation for approval. There are no members entitled to vote on the matter.

THE UNDERSIGNED, President of Citizens To Save The Maryland Theatre, Inc., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the

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matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature and Corporate Seal:

CITIZENS TO SAVE THE MARYLAND THEATRE, INC.

Patricia Cushman  
Secretary

By Douglas S. Wright, Jr.  
Douglas S. Wright, Jr.  
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY that on this 1st day of May, A.D., 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Douglas S. Wright Jr., President of Citizens To Save The Maryland Theatre, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and official notarial seal the day and year last above written.

William D. Young Jr.  
Notary Public

My Commission Expires:  
1 July 1986

ARTICLES OF AMENDMENT  
OF  
CITIZENS TO SAVE THE MARYLAND THEATRE, INC.

Changing its name to  
MARYLAND THEATRE ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland            May 22, 1984            at            10:07 o'clock    A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2648, folio 001484, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

drb To the clerk of the            circuit    Court of    Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Johnson



A 165166

1984 MAY 21 A  
ABSOLUTE TERMITE CONTROL, INC.

RECORD 5.00  
8 SUB 46.00  
04 2929 10-17P12:15

ARTICLES OF INCORPORATION

FIRST: I, RONALD R. ROBLASKI, whose post office address is 1613 MARVIN AVENUE, HAGERSTOWN, MARYLAND 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

ABSOLUTE TERMITE CONTROL, INC.

THIRD: The purposes for which the Corporation is formed are:

1. To own and operate a termite control business.
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1613 Marvin Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Ronald R. Roblaski, 1613 Marvin Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

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2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

The name of the Director who shall act until the first annual meeting or until his successors are duly chosen and qualified is:

Ronald R. Roblaski

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing, shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board

of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of

the Board of Directors who were not parties to the proceeding;  
or (ii) an affirmative vote, at a duly constituted meeting of a  
majority of all the votes cast by Stockholders who were not  
parties to the proceeding, that indemnification of such  
corporate representative other than a present or former Director  
or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 29 day of May, 1984, and I  
acknowledge the same to be my act.

WITNESS:

*James H. Hertz*

*Ronald R. Roblaski* (SEAL)  
Ronald R. Roblaski

ARTICLES OF INCORPORATION  
OF  
ABSOLUTE TERMITE CONTROL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 31, 1984 AT 11:29 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2652, FOLIO 000387 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 40 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1720341

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. Johnson*



RECORD 5.00  
P. SUB 51.00  
04 2930 10-17P12:16

ARTICLES OF INCORPORATION  
OF  
ENTERTAINMENT VENTURES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, Charles S. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, and Lillian Jarvis, 7902 Belair Road, Baltimore, Maryland 21236, all being at least twenty-one (21) years of age do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

ENTERTAINMENT VENTURES, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

(a) To conduct and operate an establishment and business engaged in the business of electronic sales and service and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(b) To conduct and operate any other business or establishment which is presently legal under the General Laws of the State of Maryland, United States or any of the other states all forming a part of the United States, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(c) The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State, the United States, any other state or any foreign government in which the Corporation may choose to operate.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 1 West Franklin Street, Hagerstown, Maryland 21740.

FIFTH: The resident agent of the Corporation is Charles E. Mentzer whose postoffice address is 7902 Belair Road, Baltimore, Maryland 21236.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of no par value all of which shares are of one class and are designated common stock.

1984 MAY 31 A 10: 27

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SEVENTH: The Corporation shall have three (3) Directors, Charles E. Mentzer, Charles S. Mentzer, and Lillian Jarvis, and they shall act as until the first annual meeting or until their successors are duly chosen and qualify.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value of any class, and securities convertible into shares of its own stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporations; and directors individually or any firm of which any directors may be a member, be a party to, or may be action of this Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power, from time to time to fix and to determine and to vary this amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject however to the provisions of the charter, and to direct and to determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may not or hereafter be authorized by law including any amendments changing the terms of any class of stock for classification, reclassification, or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation of whatsoever class shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may fix, and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may as said Board of Directors shall determine be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such actions shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to the case thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law to classify or reclassify any unissued shares of stock, whether now or hereafter authorized by fixing or altering in any one or more respects from time to time before issuances of such shares the preferences, rights, voting powers, restrictions and qualification of, the dividends on, the times and prices of redemption of, and the conversion of rights of such shares.

(h) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and shall have the authority to exercise, without a vote of stockholders all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(i) The Board of Directors shall have the power to issue bonds for valuable considerations, when in their discretion and by vote, they deem the issuance of said bonds, not convertible to stock, are necessary for the proper function of this Corporation.

(j) The Corporation does hereby indemnify any person who is serving or has served as a director or officer of the Corporation or, at its request, as a director or officer of another corporation in which its own shares or capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal or administrative in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty to the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 18th day of May, 1984.

Charles E. Mentzer  
CHARLES E. MENTZER

Delores A. Seawell

Charles S. Mentzer  
CHARLES S. MENTZER

Delores A. Seawell

Lillian Jarvis  
LILLIAN JARVIS

Delores A. Seawell

STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 18th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles E. Mentzer  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:  
July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



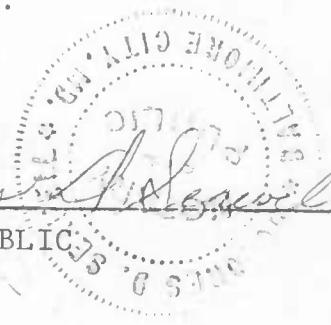
STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 18th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles S. Mentzer  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:  
July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 18th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Lillian Jarvis  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:  
July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



ARTICLES OF INCORPORATION  
OF  
ENTERTAINMENT VENTURES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 31, 1984 AT 10:27 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2652, FOLIO 000358 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1720309

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. Johnson*



A 159092

Received for Record October 17, 1984 at 12:17 o'clock P.M. Liber 33

RECORD 5.00  
B SUE 56.00  
04 2931 10-17P12:17

ARTICLES OF INCORPORATION

OF

ELECTRONIC ENTERTAINMENT, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, Charles S. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, and Lillian Jarvis, 7902 Belair Road, Baltimore, Maryland 21236, all being at least twenty-one (21) years of age do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

ELECTRONIC ENTERTAINMENT, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

(a) To conduct and operate an establishment and business engaged in the business of electronic sales and service and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(b) To conduct and operate any other business or establishment which is presently legal under the General Laws of the State of Maryland, United States or any of the other states all forming a part of the United States, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(c) The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State, the United States, any other state or any foreign government in which the Corporation may choose to operate.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 1 West Franklin Street, Hagerstown, Maryland 21740.

FIFTH: The resident agent of the Corporation is Charles E. Mentzer whose postoffice address is 7902 Belair Road, Baltimore, Maryland 21236.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of no par value all of which shares are of one class and are designated common stock.

32 10:22 V 1E XVN H201

41528097

SEVENTH: The Corporation shall have three (3) Directors: Charles E. Mentzer, Charles S. Mentzer, and Lillian Jarvis, and they shall act as until the first annual meeting or until their successors are duly chosen and qualify.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value of any class and securities convertible into shares of its own stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporations; and directors individually or any firm of which any directors may be a member, be a party to, or may be action of this Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power, from time to time to fix and to determine and to vary this amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject however to the provisions of the charter, and to direct and to determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may not or hereafter be authorized by law including any amendments changing the terms of any class of stock for classification, reclassification, or otherwise, but not such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation of whatsoever class shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may fix, and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may as said Board of Directors shall determine be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such actions shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to the case thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law to classify or reclassify any unissued shares of stock, whether now or hereafter authorized by fixing or altering in any one or more respects from time to time before issuances of such shares the preferences, rights, voting powers, restrictions and qualification of, the dividends on, the times and prices of redemption of, and the conversion of rights of such shares.

(h) The Board of Directors shall have the power to declare and authorize the payment of stock, dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and shall have the authority to exercise, without a vote of stockholders all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(i) The Board of Directors shall have the power to issue bonds for valuable considerations, when in their discretion and by vote, they deem the issuance of said bonds, not convertible to stock, are necessary for the proper function of this Corporation.

(j) The Corporation does hereby indemnify any person who is serving or has served as a director or officer of the Corporation or, at its request, as a director or officer of another corporation in which its own shares or capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal or administrative in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty to the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 18th day of May, 1984.

[Signature]  
CHARLES E. MENTZER

[Signature]  
Dolores A. Serwell

[Signature]  
CHARLES E. MENTZER

[Signature]  
Dolores A. Serwell

[Signature]  
LILLIAN JARVIS

[Signature]  
Dolores A. Serwell

STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 18th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles E. Montzger  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 18th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles S. Montzger  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 18th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Lillian Jarvis  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



ARTICLES OF INCORPORATION  
OF  
ELECTRONIC ENTERTAINMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 31, 1984 AT 10:28 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2652, FOL 000352, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1720291

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Anderson*



A 159091

RECORD 5.00  
2 508 61.00  
04 2932 10-17812:17

ARTICLES OF INCORPORATION

1984 MAY 31 A 10: 28

OF

MOVIE EXCHANGE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, Charles S. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, and Lillian Jarvis, 7902 Belair Road, Baltimore, Maryland 21236, all being at least twenty-one (21) years of age do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

MOVIE EXCHANGE, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

(a) To conduct and operate an establishment and business engaged in the business of electronic sales and services and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(b) To conduct and operate any other business or establishment which is presently legal under the General Laws of the State of Maryland, United States or any of the other states all forming a part of the United States, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(c) The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State, the United States, any other state or any foreign government in which the Corporation may choose to operate.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 1 West Franklin Street, Hagerstown, Maryland 21740.

FIFTH: The resident agent of the Corporation is Charles E. Mentzer, whose postoffice address is 7902 Belair Road, Baltimore, Maryland 21236.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of no par value stock, all of which shares are of one class and are designated common stock.

SEVENTH: The Corporation shall have three (3) Directors: Charles E. Mentzer, Charles S. Mentzer, and Lillian Jarvis, and they shall act as until the first annual meeting, or until their successors are duly chosen and qualify.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its own stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; and directors individually, or any firm of which any directors may be a member, be a party to, or may be action of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power, from time to time to fix and to determine and to vary this amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject however, to the provisions of the charter, and to direct and to determine the use and disposition of any such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may not or hereafter be authorized by law including any amendments changing the terms of any class of stock for classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation of whatsoever class shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such actions shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to the case thereon, except as otherwise provided in this charter;

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects from time to time before issuances of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion of rights of such shares.

(h) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have the authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities

(i) The Board of Directors shall have the power to issue bonds for valuable considerations, when in their discretion and by vote, they deem the issuance of said bonds, not convertible to stock, are necessary for the proper function of this Corporation.

(j) The Corporation does hereby indemnify any person who is serving or has served as a director or officer of the Corporation, or, at its request, as a director or officer of another corporation in which its own shares or capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal or administrative in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty to the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 13th day of April, 1984.

Charles E. Mentzer  
CHARLES E. MENTZER

Charles S. Mentzer  
CHARLES S. MENTZER

Lillian Jarvis  
LILLIAN JARVIS

Delores A. Seawell

Delores A. Seawell

Delores A. Seawell

752

STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 12<sup>th</sup> day of April, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles E. Montzer,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to the  
best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

7-1-86

Dolores A. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 12<sup>th</sup> day of April, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles E. Montzer,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

7-1-86

Dolores A. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 12<sup>th</sup> day of April, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Lillian Jarvis,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to

the best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

7-1-86

*Dolores H. Sanwell*  
NOTARY PUBLIC



ARTICLES OF INCORPORATION  
OF  
MOVIE EXCHANGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 31, 1984 AT 10:28 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2652, FOLIO 000333 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1720267

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Robinson*



TONY & LUIGI, INC.

RECORD 5.00  
8 SUB 66.00  
04 1983 10-17P12:18

ARTICLES OF INCORPORATION

FIRST: The undersigned, John R. Salvatore, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Tony & Luigi, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To engage in the dispensing of food and beverages, and to purchase, acquire or otherwise operate restaurants, carry-out establishments, or other similiar businesses.

2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 100 Bayer Avenue, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in Maryland is Clyde E. Mongan, Route 5, Box 399, Hagerstown, Maryland

1984 MAY 31  
A 10:51

41528138

21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, par value Ten (\$10.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Antonio Parascandolo  
Rosa Parascandolo  
Luigi Durazzo  
Clara Durazzo

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

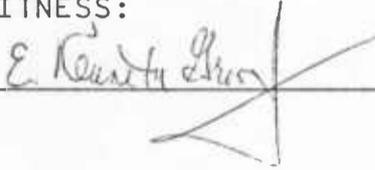
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible

into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 28<sup>th</sup> day of March, 1984.

WITNESS:

  
\_\_\_\_\_

  
\_\_\_\_\_

John R. Salvatore

ARTICLES OF INCORPORATION  
OF  
TONY & LUIGI, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 31, 1984 AT 10:51 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2652, FOLIO 000249, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1720135

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Johnson*



A 159075

*reserved*

Received for Record October 17, 1984 at 12:19 o'clock P.M. Liber 33

759  
001087  
001270

RECORD 5.00  
B SUB 71.00  
04 2934 10-17P12:19

B. A. S. E. ENTERPRISES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Bernard T. Stubbings, whose post office address is 239 West Main Street, Hancock, Maryland 21750, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (hereafter called the "Corporation") is B. A. S. E. Enterprises, Inc.

THIRD: The purposes for which the Corporation is formed are:

1. To buy, market, sell, distribute, and otherwise deal in consumer products; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful purpose and business.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation is 239 West Main Street, Hancock, Maryland, 21750. The name and post office address of the Resident Agent of the Corporation is Colette Sue Deschamps,

✓  
✓

41008338

239 West Main Street, Hancock, Maryland, 21750. The Resident Agent is a citizen of and actually resides in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of such shares shall be of one class, shall be called common stock, and shall have an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3), provided:

1. If there is no stock outstanding, the number of directors may be less than three but not less than one; and

2. If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Bernard T. Stubbings, Colette Sue Deschamps, and Ethel Deschamps.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in this paragraph SEVENTH shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 3<sup>rd</sup> day of April, 1984.

WITNESS:

Clara Mae Baker      B. Stelling

ARTICLES OF INCORPORATION  
OF  
B. A. S. E. ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 09, 1984 AT 01:19 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER <sup>2665</sup>~~2642~~, FOL <sup>001269</sup>~~001086~~, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1697929

TO THE CLERK OF THE CIRCUIT COURT OF ~~WASHINGTON~~ WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

D. W. Hill



A 158558

Received for Record October 17, 1984 at 12:19 o'clock P.M. Liber 33

RECORD 5.00  
 8 SUB 74-00  
 04 2935 10-17-1984

ARTICLES OF INCORPORATION

IMA, INC.

FIRST: I, EDWARD N. BUTTON, whose post office address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

IMA, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent, or sell such business or business and to accomplish such objects as may be incident thereto.

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

(4) To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 66 Broadway-2nd Floor, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is I. Merline Abbott, 66 Broadway-2nd Floor, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until her successor is duly chosen and qualified is: I. Merline Abbott.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders thereof.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(4) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereby by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

EIGHTH: (1) As used in the Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18 day of April, 1984, and acknowledged the same to be my act.

WITNESS:

Clara J. Moore

Edward N. Button

EDWARD N. BUTTON

ARTICLES OF INCORPORATION  
OF  
IMA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 07, 1984 AT 01:53 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 7647, FOLIO 003593, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1709799

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*G. B. Auburn*



A 157830

EMMANUEL CHILDREN'S HOME, INC.  
ARTICLES OF INCORPORATIONRECORD 5.00  
B 808 81.00  
04 2936 10-17P12:20

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Emmanuel Children's Home, Inc.

THIRD: The purposes of which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest, or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other

41288430

private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following: to organize and administer the Emmanuel Children's Home located in Hagerstown, Maryland, for the purpose of providing care and shelter for homeless children; and to solicit charitable contribution in connection with the same; and to undertake such activities and make such distributions without regard to age, sex, race, creed, color or national origin.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 1146 Kuhn Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Richard Loudin, 1146 Kuhn Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be two (2), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

Richard Loudin  
Mary Loudin

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangment or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of

Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" means corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, nor part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propoganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes with in the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of May, 1984, and I acknowledge the same to be my act.

*Eric Soluberg*  
Witness

*Roger Schlossberg* (SEAL)  
Roger Schlossberg

ARTICLES OF INCORPORATION  
OF  
EMMANUEL CHILDREN'S HOME, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 07, 1984 AT 03:03 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2647, FOLIO 003572 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1709757

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



Received for Record October 17, 1984 at 12:20 o'clock P.M. Liber 33

RECORD 5.00  
3 SUB 86.00  
04 2937 10-17P12:20

ARTICLES OF INCORPORATION

VIDEO WORLD, INC.

FIRST: I, EDWARD N. BUTTON, whose post office address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

Video World, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(2) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

(3) To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 2704 Bluebird Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Timothy E. Button, 2704 Bluebird Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The total number of shares of capital stock which the corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Timothy E. Button.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders thereof.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(4) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereby by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

EIGHTH: (1) As used in the Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18<sup>th</sup> day of April, 1984, and acknowledged the same to be my act.

WITNESS:

James J. Meade

Edward N. Button

EDWARD N. BUTTON

ARTICLES OF INCORPORATION  
OF  
VIDEO WORLD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 07, 1984 AT 01:52 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2647, FOL 003440, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1709526

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 157803

ARTICLES OF INCORPORATION

FOR

RANRO ENTERPRISES, INC.

(A Close Corporation)

RECORD 9.00  
B SUB 91.00  
04 2938 10-17P 12:21

LAW OFFICES RICHARD W. LAURICELLA

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is RANRO Enterprises, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are as follows:

(a) To engage in the sale of food and beverage items.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

(c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that

41248115

the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of the Corporation.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforesaid enumeration of the purposes, objects and the business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation in this State is 1301 Marshall Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

7/17/84

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SEVENTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be Randy L. Rowe.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of April, 1984.  
WITNESS:

*Richard W. Lauricella*  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16th day of April, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:  
July 1, 1986

*Cynthia Fitzgerald*  
Cynthia Fitzgerald  
Notary Public

LAW OFFICES RICHARD W. LAURICELLA



ARTICLES OF INCORPORATION  
OF  
RANRO ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 03, 1984 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2647, FOLIO 003092, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1709195

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 157770

GENERAL REPAIRS, INC.  
A Maryland Close Corporation  
Organized Pursuant to Title Four of  
Corporations and Associations Article  
of the Annotated Code of Maryland

RECORD 5.00  
\$ SUB 96.00  
04 2939 10-17P12:21

ARTICLES OF INCORPORATION

FIRST: I, Larry E. Welty, whose post office address is Route 1, Box 61F, Fairplay, Maryland 21733 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is General Repairs, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) The repair and maintenance of motor vehicles and industrial equipment, the selling of parts and accessories, and the painting, buying and selling of motor vehicles.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 319 East Antietam Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Larry E. Welty, Route 1, Box 61F, Fairplay, Maryland. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 10,000 shares of common stock, having a par value of \$10.00 per share for an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The number of directors shall be two which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are Larry Welty and Martin A. Ritchick. The Directors shall have full power and authority to amend the by-laws without stockholder approval.

41358210  
~~41248184~~

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) or (c) of the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2 day of May, 1984, and I acknowledge the same to be my act.

WITNESS:

William A. Mason

Larry E. Walty

ARTICLES OF INCORPORATION  
OF  
GENERAL REPAIRS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 14, 1984 AT 11:08 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2649, FOLIO 002167 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1714112

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 157712

1984 MAY 24 A 10:10 RECORD 6.00  
 SUB 102.00  
 04 2946 10-17P12:22

## ARTICLES OF INCORPORATION

OF

## THE MILCAR CONSTRUCTION CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Milton N. Stamper, whose post office address is 1401 Haven Road, Hagerstown, Maryland, 21740; Herman F. Stamper, whose post office address is 422 Wyoming Avenue, Hagerstown, Maryland 21740; and Carrie J. Stamper, whose post office address is Route #6, Box 91A, Hagerstown, Maryland, 21740, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation"), is THE MILCAR CONSTRUCTION CORPORATION.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in the business of general contracting.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other

DELIVERED FEB 5 1993

*Kaylor + Wantz  
 by letter of Authorization*

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certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(d) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purpose.

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through

others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(f) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

✓ FOURTH: The post office address of the principal office of the Corporation is Route #6, Box 91A, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Carrie J. Stamper whose post office address is Route #6, Box 91A, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of \$10.00 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The Corporation shall have three Directors, Milton N. Stamper, 1401 Haven Road, Hagerstown, Maryland, 21740; Herman F. Stamper, 422 Wyoming Avenue, Hagerstown, Maryland, 21740; and Carrie J. Stamper, Route #6, Box 91A, Hagerstown, Maryland, 21740.

These three persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any

of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may not be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may not vote thereat to authorize any such contract or transaction. Ratification of an interested director transaction shall be by a majority of disinterested directors.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 21<sup>st</sup> day of May, 1984.

WITNESS:

[Handwritten Signature]  
[Handwritten Signature]  
[Handwritten Signature]

Milton N. Stamper (SEAL)  
Milton N. Stamper

Herman F. Stamper (SEAL)  
Herman F. Stamper

Carrie J. Stamper (SEAL)  
Carrie J. Stamper

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21<sup>st</sup> day of May, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Milton N. Stamper, Herman F. Stamper and Carrie J. Stamper and severally acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

Gloria S. Madsen  
Notary Public

My Commission Expires:  
July 1, 1986



ARTICLES OF INCORPORATION  
OF  
THE MILCAR CONSTRUCTION CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 24, 1984 AT 10:10 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2651, FOLIO 000511, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 24 SPECIAL FEE PAID \$ \_\_\_\_\_  
6.00

D1718386

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*R. B. Orlum*



A 157421

Received for Record October 17, 1984 at 12:22 o'clock P.M. Liber 33

RECORD 5.00  
3 SUB 107.00  
04 2941 10-17P12:22

ARTICLES OF INCORPORATION

1984 MAY 14 P 11: 15

OF

R.L. HUNTZBERRY & SONS, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Roger Lee Huntzberry, whose post office address is Route 1, Box 246, Hagerstown, Maryland 21740; Judy Ann Huntzberry, whose post office address is Route 1, Box 246, Hagerstown, Maryland 21740 and Teresa Lynne Smith, whose post office address is Pangborn Boulevard, Hagerstown, Maryland 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is R.L. Huntzberry & Sons, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

The purpose is for excavation of soil and all related businesses.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to

DER AND ELGIN, P.A.  
ATTORNEYS AT LAW  
AGERSTOWN MARYLAND

1984 MAY 24 A 10: 10

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limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 246, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roger Lee Huntzberry, Route 1, Box 246, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Roger Lee Huntzberry, Judy Ann Huntzberry and Teresa Lynne Smith.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 3 day of May, 1984.

WITNESS:

Shirley L. Sawyer

Roger Lee Huntzberry  
Roger Lee Huntzberry

Shirley L. Sawyer

Judy Ann Huntzberry  
Judy Ann Huntzberry

Shirley L. Sawyer

Teresa Lynne Smith  
Teresa Lynne Smith

794

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 3rd day of March, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Roger Lee Huntzberry, Judy Ann Huntzberry and Teresa Lynne Smith and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts.

WITNESS my hand and Notarial Seal.

*Roger Lee Huntzberry*  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
R.L. HUNTZBERRY & SONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 24, 1984 AT 10:10 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2651, FOLIO 000430, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1718253

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Robinson*



A 157408

Received for Record October 17, 1984 at 12:23 o'clock P.M. Liber 33

ARTICLES OF INCORPORATION

RECORD 5.00  
 B SUB 112.00  
 04 2942 10-17P12:23

OF

CURTAIN TIME, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, Charles S. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, and Lillian Jarvis, 7902 Belair Road, Baltimore, Maryland 21236, all being at least twenty-one (21) years of age do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

CURTAIN TIME, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

(a) To conduct and operate an establishment and business engaged in the business of electronic sales and services and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto

(b) To conduct and operate any other business or establishment which is presently legal under the General Laws of the State of Maryland, United States or any of the other states all forming a part of the United States, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(c) The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State, the United States, any other state or any foreign government in which the Corporation may choose to operate.

FOURTH: The Postoffice address of the principal office of the Corporation in this State is 1 West Franklin Street, Hagerstown, Maryland 21740. ✓

FIFTH: The resident agent of the Corporation is Charles E. Mentzer, whose postoffice address is 7902 Belair Road, Baltimore, Maryland 21236. ✓

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of no par value stock, all of which shares are of one class and are designated common stock.

SEVENTH: The Corporation shall have three (3) Directors; Charles E. Mentzer, Charles S. Mentzer and Lillian Jarvis, and they shall act as until the first annual meeting, or until their successors are duly chosen and qualify.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its own stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; and directors individually, or any firm of which any directors may be a member, be a party to, or may be action of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power, from time to time to fix and to determine and to vary this amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject however, to the provisions of the charter, and to direct and to determine the use and disposition of any such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may not or hereafter be authorized by law including any amendments changing the terms of any class of stock for classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding; by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation of whatsoever class shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such actions shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to the case thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects from time to time before issuances of such shares the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion of rights of such shares.

(h) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have the authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(i) The Board of Directors shall have the power to issue bonds for valuable considerations, when in their discretion and by vote, they deem the issuance of said bonds, not convertible to stock, are necessary for the proper function of this Corporation.

(j) The Corporation does hereby indemnify any person who is serving or has served as a director or officer of the Corporation or, at its request, as a director or officer of another corporation in which its own shares or capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal or administrative in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty to the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 11th day of May, 1984.

Charles E. Mentzer  
CHARLES E. MENTZER  
Charles S. Mentzer  
CHARLES S. MENTZER  
Lillian Jarvis  
LYLLIAN JARVIS

Salovee A. Serwell  
Salovee A. Serwell  
Salovee A. Serwell

STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles E. Montzer,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to the  
best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles S. Montzer,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Lillian Jarves  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to the  
best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



ARTICLES OF INCORPORATION  
OF  
CURTAIN TIME, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 24, 1984 AT 09:01 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2651, FOLIO 000195, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1717917

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 157374

RECORD 5.00  
8 SUB 117.00  
04 2943 10-17P12:22

ARTICLES OF INCORPORATION

OF

BOX OFFICE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, Charles S. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, and Lillian Jarvis, 7902 Belair Road, Baltimore, Maryland 21236, all being at least twenty-one (21) years of age do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

BOX OFFICE, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

(a) To conduct and operate an establishment and business engaged in the business of electronic sales and services and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(b) To conduct and operate any other business or establishment which is presently legal under the General Laws of the State of Maryland, United States, or any of the other states all forming a part of the United States, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(c) The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State, the United States, any other state or any foreign government in which the Corporation may choose to operate.

FOURTH: The postoffice address of the principal office of the Corporation in this state is 1 West Franklin Street, Hagerstown, Maryland 21740.

FIFTH: The resident agent of the Corporation is Charles E. Mentzer, whose postoffice address is 7902 Belair Road, Baltimore, Maryland 21236.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of no par value stock, all of which shares are of one class and are designated common stock.

1984 MAY 22 A 9:49

41438153

SEVENTH: The Corporation shall have three (3) Directors; Charles E. Mentzer, Charles S. Mentzer, and Lillian Jarvis, and they shall act as until the first annual meeting, or until their successors are duly chosen and qualify.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its own stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; and directors individually, or any firm of which any directors may be a member, be a party to, or may be action of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power, from time to time to fix and to determine and to vary this amount of working capital of the Corporation, to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject however, to the provisions of the charter, and to direct and to determine the use and disposition of any such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may not or hereafter be authorized by law including any amendments changing the terms of any class of stock for classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation of whatsoever class shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such actions shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to the case thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects from time to time before issuances of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times, and prices of redemption of, and the conversion of rights of such shares.

(h) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have the authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(i) The Board of Directors shall have the power to issue bonds for valuable considerations, when in their discretion and by vote, they deem the issuance of said bonds, not convertible to stock, are necessary for the proper function of this Corporation.

(j) The Corporation does hereby indemnify any person who is serving or has served as a director or officer of the Corporation or, at its request, as a director or officer of another Corporation in which its own shares of capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal or administrative in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty to the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 11th day of May, 1984.

Charles E. Mentzer  
CHARLES E. MENTZER

Charles S. Mentzer  
CHARLES S. MENTZER

Lillian Jarvis  
LILLIAN JARVIS

Dolores A. Seawell

Dolores A. Seawell

Dolores A. Seawell

STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles E. Mentzer  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:  
July 1, 1986

Solomon A. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscribers, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles S. Mentzer  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:  
July 1, 1986

Solomon A. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Lillian Jarvis  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:  
July 1, 1986

Solomon A. Seawell  
NOTARY PUBLIC



ARTICLES OF INCORPORATION  
OF  
BOX OFFICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 22, 1984 AT 09:49 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2650, FOLIO 002239, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1716588

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. O'Brien*



A 157256

806

RECORD 5.00  
B SUB 122.00  
1984 MAY 22 A 9:50  
04 2944 10-17F12:24

ARTICLES OF INCORPORATION  
OF  
BRIGHT LIGHTS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, Charles S. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, and Lillian Jarvis, 7902 Belair Road, Baltimore, Maryland 21236, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

BRIGHT LIGHTS, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

(a) To conduct and operate an establishment and business engaged in the business of electronic sales and services and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(b) To conduct and operate any other business or establishment which is presently legal under the General Laws of the State of Maryland, United States or any of the other states all forming a part of the United States, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(c) The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State, the United States, any other state or any foreign government in which the Corporation may choose to operate.

FOURTH: The Postoffice address of the principal office of the Corporation in this State is 1 West Franklin Street, Hagerstown, Maryland 21740. ✓

FIFTH: The resident agent of the Corporation is Charles E. Mentzer, whose Postoffice address is 7902 Belair Road, Baltimore, Maryland 21236. ✓

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of no par value stock, all of which shares are of one class and are designated common stock.

41438151

SEVENTH: The Corporation shall have three (3) Directors; Charles E. Mentzer, Charles S. Mentzer and Lillian Jarvis, and they shall act as until the first annual meeting, or until their successors are duly chosen and qualify.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value of any class, and securities convertible into shares of its own stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; and directors individually or any firm of which any directors may be a member, be a party to, or may be action of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power, from time to time to fix and to determine and to vary this amount of working capital of the Corporation; to determine whether any and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject however to the provisions of the charter, and to direct and to determine the use and disposition of any such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may not or hereafter be authorized by law including any amendments changing the terms of any class of stock for classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation of whatsoever class shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such actions shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to the case thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects from time to time before issuances of such shares the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion of rights of such shares.

(h) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have the authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(i) The Board of Directors shall have the power to issue bonds for valuable considerations, when in their discretion and by vote, they deem the issuance of said bonds, not convertible to stock, are necessary for the proper function of this Corporation.

(j) The Corporation does hereby indemnify any person who is serving or has served as a director or officer of the Corporation or, at its request, as a director or officer of another corporation in which its own shares or capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding civil, criminal or administrative in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty to the Corporation.

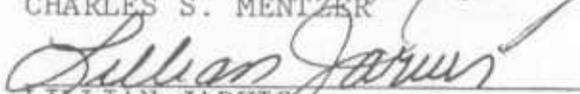
IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 14th day of May, 1984.

  
CHARLES E. MENTZER



  
CHARLES S. MENTZER



  
LILLIAN JARVIS



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles E. Mentzer,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Solores S. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles S. Mentzer,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information, and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Solores S. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Lillian Jarvis  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Solores S. Seawell  
NOTARY PUBLIC



ARTICLES OF INCORPORATION  
OF  
BRIGHT LIGHTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 22, 1984 AT 09:50 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2650, FOLIO 002273 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1716570

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Anderson*



A 157255

RECORD 5.00  
 8 SUB 127.00  
 04 2945 10-17P12:24  
 1984 MAY 22 A 9:50

## ARTICLES OF INCORPORATION

OF

BROADWAY BOX OFFICE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, Charles S. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, and Lillian Jarvis, 7902 Belair Road, Baltimore, Maryland 21236, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

BROADWAY BOX OFFICE, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

(a) To conduct and operate an establishment and business engaged in the business of electronic sales and services and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(b) To conduct and operate any other business or establishment which is presently legal under the General Laws of the State of Maryland, United States or any of the other states all forming a part of the United States, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(c) The foregoing enumeration of the purposes, objects and business of the corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State, the United States, any other state or any foreign government in which the Corporation may choose to operate.

FOURTH: The postoffice address of the principal office of the Corporation in this state is 1 West Franklin Street, Hagerstown, Maryland 21740. ✓

FIFTH: The resident agent of the Corporation is Charles E. Mentzer, whose postoffice address is 7902 Belair Road, Baltimore, Maryland 21236. ✓

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of no par value stock, all of which shares are of one class and are designated common stock.

41433150

SEVENTH: The Corporation shall have three (3) Directors, Charles E. Mentzer, Charles S. Mentzer, and Lillian Jarvis, and they shall act as until the first annual meeting or until their successors are duly chosen and qualify.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value of any class, and securities convertible into shares of its own stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; and directors individually or any firm of which any directors may be a member, be a party to, or may be action of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power, from time to time to fix and to determine and to vary this amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject however to the provisions of the charter, and to direct and to determine the use and disposition of any such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may not or hereafter be authorized by law including any amendments changing the terms of any class of stock for classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation of whatsoever class shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may fix, and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may as said Board of Directors shall determine be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such actions shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to the case thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized by fixing or altering in any one or more respects from time to time before issuances of such shares the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion of rights of such shares.

(h) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and shall have the authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(i) The Board of Directors shall have the power to issue bonds for valuable considerations, when in their discretion and by vote, they deem the issuance of said bonds, not convertible to stock, are necessary for the proper function of this Corporation.

(j) The Corporation does hereby indemnify any person who is serving or has served as a director or officer of the Corporation or, at its request, as a director or officer of another corporation in which its own shares or capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding civil, criminal or administrative in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty to the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 11th day of May, 1984.

Charles E. Mentzer  
CHARLES E. MENTZER

Charles S. Mentzer  
CHARLES S. MENTZER

Lillian Jarvis  
LILLIAN JARVIS

Dolores D. Seawell

Dolores D. Seawell

Dolores D. Seawell

STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles E. Mentzer,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles S. Mentzer,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Lillian Jarvis,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC



ARTICLES OF INCORPORATION  
OF  
BROADWAY BOX OFFICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 22, 1984 AT 09:50 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2650, FOLIO 012277, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1716562

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Robinson*



A 157254

PA 816

Received for Record October 17, 1984 at 12:24 o'clock P.M. Liber 33

RECORD 5.00  
8 308 132.00  
04 2946 10-17-84 12:24

ARTICLES OF INCORPORATION

OF

VIDEO ENCHANTMENT, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, Charles S. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, and Lillian Jarvis, 7902 Belair Road, Baltimore, Maryland 21236, all being at least twenty-one (21) years of age do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

VIDEO ENCHANTMENT, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

(a) To conduct and operate an establishment and business engaged in the business of electronic sales and services and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(b) To conduct and operate any other business or establishment which is presently legal under the General Laws of the State of Maryland, United States or any of the other states all forming a part of the United States, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(c) The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State, the United States, any other state or any foreign government in which the Corporation may choose to operate.

FOURTH: The Postoffice address of the principal office of the Corporation in this State is 1 West Franklin Street, Hagerstown, Maryland 21740.

FIFTH: The resident agent of the Corporation is Charles E. Mentzer, whose postoffice address is 7902 Belair Road, Baltimore, Maryland 21236.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of no par value stock, all of which shares are of one class and are designated common stock.

SEVENTH: The Corporation shall have three (3) Directors; Charles E. Mentzer, Charles S. Mentzer and Lillian Jarvis, and they shall act as until the first annual meeting, or until their successors are duly chosen and qualify.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value of any class, and securities convertible into shares of its own stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; and directors individually, or any firm of which any directors may be a member, be a party to, or may be action of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power, from time to time to fix and to determine and to vary this amount of working capital of the Corporation, to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject however, to the provisions of the charter, and to direct and to determine the use and disposition of any such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may not or hereafter be authorized by law including any amendments changing the terms of any class of stock for classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation of whatsoever class shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such actions shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to the case thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized by fixing or altering in any one or more respects from time to time before issuances of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times, and prices of redemption of, and the conversion of rights of such shares.

(h) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have the authority to exercise, without a vote of stockholder, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business assets or franchise, in whole or in part, of other corporations or unincorporated business entities.

(i) The Board of Directors shall have the power to issue bonds for valuable considerations, when in their discretion and by vote, they deem the issuance of said bonds, not convertible to stock, are necessary for the proper function of this Corporation.

(j) The Corporation does hereby indemnify any person who is serving or has served as a director or officer of the Corporation or, at its request, as a director or officer of another Corporation in which its own shares of capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal or administrative in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty to the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 14th day of May, 1984.

Charles E. Mentzer  
CHARLES E. MENTZER

Charles S. Mentzer  
CHARLES S. MENTZER

Lillian Jarvis  
LILLIAN JARVIS

Dolores A. Seawell

Dolores A. Seawell

Dolores A. Seawell

STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles E. Mentzer  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores L. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles S. Mentzer  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores L. Seawell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Lillian Jarvis  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores L. Seawell  
NOTARY PUBLIC



ARTICLES OF INCORPORATION  
OF  
'VIDEO ENCHANTMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 22, 1984 AT 09:50 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2650, FOLIO 002214, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1716539

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Robinson*



A 157251

Received for Record October 17, 1984 at 12:25 o'clock P.M. Liber 33

RECORD 5.00  
B SUB 137.00  
04 2947 10-17P12:25

ARTICLES OF INCORPORATION

OF

SHOWPLACE, INC.

THIS IS TO CERTIFY:

FIRST, That we, the subscriber, Charles E. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, Charles S. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, and Lillian Jarvis, 7902 Belair Road, Baltimore, Maryland 21236, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

SHOWPLACE, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

(a) To conduct and operate an establishment and business engaged in the business of electronic sales and services and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(b) To conduct and operate any other business or establishment which is presently legal under the General Laws of the State of Maryland, United States or any of the other states all forming a part of the United States, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(c) The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State, the United States, any other state or any foreign government in which the Corporation may choose to operate.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 1 West Franklin Street, Hagerstown, Maryland 21740. ✓

FIFTH: The resident agent of the Corporation is Charles E. Mentzer, whose postoffice address is 7902 Belair Road, Baltimore, Maryland 21236. ✓

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of no par value stock, all of which shares are of one class and are designated common stock.

1984 MAY 22 11 49 AM

SEVENTH: The Corporation shall have three (3) Directors: Charles E. Mentzer, Charles S. Mentzer, and Lillian Jarvis, and they shall act as until the first annual meeting, or until their successors are duly chosen and qualify.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class and securities convertible into shares of its own stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value of the amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; and directors individually, or any firm of which any directors may be a member, be a party to, or may be action of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power, from time to time to fix and to determine and to vary this amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject however, to the provisions of the charter, and to direct and to determine the use and disposition of any such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may not or hereafter be authorized by law including any amendments changing the terms of any class of stock for classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation of whatsoever class shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such actions shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to the case thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations of restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects from time to time before issuances of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion of rights of such shares.

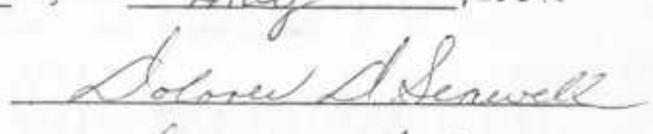
(h) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have the authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(i) The Board of Directors shall have the power to issue bonds for valuable considerations, when in their discretion and by vote, they deem the issuance of said bonds, not convertible to stock, are necessary for the proper function of this Corporation.

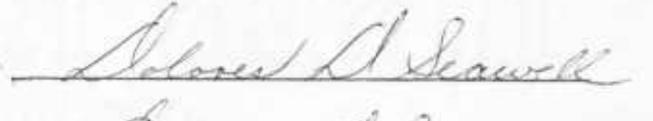
(j) The Corporation does hereby indemnify any person who is serving or has served as a director or officer of the Corporation, or, at its request, as a director or officer of another corporation, in which its own shares or capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal or administrative in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty to the Corporation.

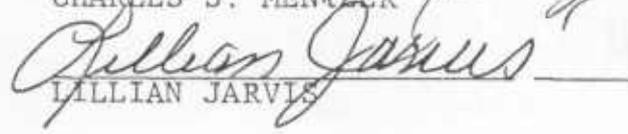
IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 11th day of May, 1984.

  
CHARLES E. MENTZER

  
Solomon A. Seawell

  
CHARLES S. MENTZER

  
Solomon A. Seawell

  
LILLIAN JARVIS

  
Solomon A. Seawell

STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984, =  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles E. Metzger,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to the  
best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC

STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Charles S. Metzger,  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to  
the best of his knowledge information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC

STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City/County  
aforesaid, personally appeared Lillian Jarver.  
and made oath in due form of law that the matters and facts set forth  
in the foregoing Articles of Incorporation are true and correct to the  
best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

Dolores A. Seawell  
NOTARY PUBLIC

ARTICLES OF INCORPORATION  
OF  
SHOWPLACE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 22, 1984 AT 09:49 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2650, FOLIO 002205 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

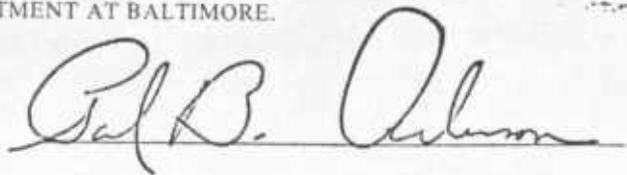
5.00

D1716513

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.



A 157249

RECORD 5.00  
8 SUB 142.00  
04 2948 10-17P12:25ARTICLES OF INCORPORATION  
OF  
RENTAL ENTERTAINMENT, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, Charles S. Mentzer, 7902 Belair Road, Baltimore, Maryland 21236, and Lillian Jarvis, 7902 Belair Road, Baltimore, Maryland 21236, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

RENTAL ENTERTAINMENT, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

(a) To conduct and operate an establishment and business engaged in the business of electronic sales and services and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(b) To conduct and operate an establishment and business engaged in the business of electronic sales and services and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(c) The foregoing enumeration of the purposes, objects and business of the corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business in any manner to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State, the United States, any other state or any foreign government in which the Corporation may choose to operate.

FOURTH: The postoffice address of the principal office of the Corporation in this state is 1 West Franklin Street, Hagerstown, Maryland 21740.

FIFTH: The resident agent of the Corporation is Charles E. Mentzer, whose postoffice address is 7902 Belair Road, Baltimore, Maryland 21236.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of no par value stock, all of which shares are of one class and are designated common stock.

SEVENTH: The Corporation shall have three (3) Directors, Charles E. Mentzer, Charles S. Mentzer, and Lillian Jarvis, and they shall act as until the first annual meeting or until their successors are duly chosen and qualify.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value of any class, and securities convertible into shares of its own stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; and directors individually or any firm of which any directors may be a member, be a party to, or may be action of this Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power, from time to time to fix and to determine and to vary this amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject however to the provisions of the charter, and to direct and to determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may not or hereafter be authorized by law including any amendments changing the terms of any class of stock for classification, reclassification, or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation of whatsoever class shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may fix, and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may as said Board of Directors shall determine be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such actions shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to the case thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law to classify or reclassify any unissued shares of stock, whether now or hereafter authorized by fixing or altering in any one or more respects from time to time before issuances of such shares the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion of rights of such shares.

(h) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and shall have the authority to exercise, without a vote of stockholders all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(i) The Board of Directors shall have the power to issue bonds for valuable considerations, when in their discretion and by vote, they deem the issuance of said bonds, not convertible to stock, are necessary for the proper function of this Corporation.

(j) The Corporation does hereby indemnify any person who is serving or has served as a director or officer of the Corporation or, at its request, as a director or officer of another corporation in which its own shares or capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding civil, criminal or administrative in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty to the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 11th day of May, 1984.

Charles E. Mentzer  
CHARLES E. MENTZER

Charles S. Mentzer  
CHARELS S. MENTZER

Lillian Jarvis  
LILLIAN JARVIS

Dolores A. Seawell

Dolores A. Seawell

Dolores A. Seawell

STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City  
County aforesaid, personally appeared Charles E. Mentzer  
and made oath in due form of law that the matters and facts set  
forth in the foregoing Articles of Incorporation are true and  
correct to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

James B. Sewell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City  
County aforesaid, personally appeared Charles E. Mentzer  
and made oath in due form of law that the matters and facts set  
forth in the foregoing Articles of Incorporation are true and  
correct to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

James B. Sewell  
NOTARY PUBLIC



STATE OF MARYLAND )  
CITY/COUNTY OF MARYLAND) to wit:

I HEREBY CERTIFY that on this 11th day of May, 1984,  
before me, the subscriber, a Notary Public, in and for the City  
County aforesaid, personally appeared, Lillian Jones  
and made oath in due form of law that the matters and facts set  
forth in the foregoing Articles of Incorporation are true and  
correct to the best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission expires:

July 1, 1986

James B. Sewell  
NOTARY PUBLIC



ARTICLES OF INCORPORATION  
OF  
RENTAL ENTERTAINMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 22, 1984 AT 09:49 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2650, FOL 002194, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1716497

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. Robinson*



A 157247

Received for Record October 17, 1984 at 12:26 o'clock P.M.  
Liber 33

RECORD 560  
SUB 147-10  
04 2949 10-17P12:26

BS

ARTICLES OF INCORPORATION  
OF  
ATLANTIC SECURITY SYSTEMS, INC.

THIS IS TO CERTIFY:

FIRST: I, FRANCIS A. GRIFFITH, whose post office address is 720 Weldon Place, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is

ATLANTIC SECURITY SYSTEMS, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of installing, maintaining, repairing, and servicing electronic protection, surveillance and firealarm devices, telephone systems, inter-communications systems and music systems.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 162 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Francis A. Griffith, 720 Weldon Place, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

1984 MAY 17 A 10:34

KAYLOR, POOLE  
& WANTZ  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

41330196

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Francis A. Griffith, Phyllis J. Griffith, and Donald E. Muffley.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any

powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14<sup>th</sup> day of May, 1984, and I acknowledge the same to be my act.

WITNESS:

Francis A. Griffith (SEAL)  
Francis A. Griffith

Charlotte Eichelberger

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 14<sup>th</sup> day of May, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared FRANCIS A. GRIFFITH, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Charlotte Eichelberger  
Notary Public

My Commission Expires:  
July 1, 1986.



ARTICLES OF INCORPORATION  
OF  
ATLANTIC SECURITY SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 17, 1984 AT 10:34 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2650, FOLI 001272, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING-FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1715317

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 157129

Received for Record October 19th, 1984 at 11:42 o'clock A.M. Liber 33

002993  
835

B 28  
RECORD 5.00  
S SUB 5.00  
10-19A11:42

1984 JUN -6 A 9 38

INFO-TRAK, INC.

ARTICLES OF INCORPORATION

**FIRST:** I, Robert E. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

**SECOND:** The name of the corporation (which is hereafter referred to as the "Corporation") is INFO-TRAK, INC.

**THIRD:** The purposes for which the Corporation is formed are:

(1) To develop and sell computer software and compatible hardware on a wholesale or retail basis and the manufacture of same if desired; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

**FOURTH:** The post office address of the principal office of the Corporation in this State is 806 Frederick Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are James A. Booth, 806 Frederick Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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**FIFTH:** The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000) shares of common stock, with par value of TEN DOLLARS (\$10.00) per share.

**SIXTH:** The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: James A. Booth, James R. Booth and Cheryl E. Booth.

**SEVENTH:** The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance

of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

**EIGHTH:** Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

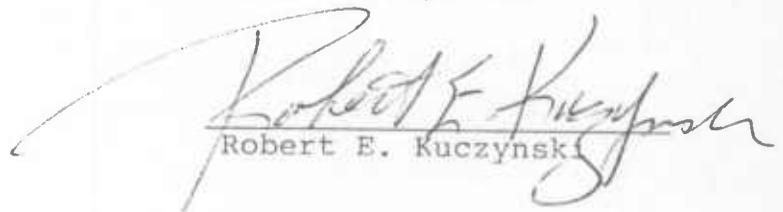
**NINTH:** (1) As used in this Article **NINTH**, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance

with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of June, 1984, and I acknowledge the same to be my act.

  
Robert E. Kuczynski

ARTICLES OF INCORPORATION  
OF  
INFO-TRAK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 06, 1984 AT 09:38 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2652, FOLIO 002392 OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1725233

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 157972

Received for Record October 19, 1984 at 11:42 o'clock A.M. Liber 33

RECORD 5.00  
B SUB 10.00  
04 3169 10-19A11:42

ARTICLES OF INCORPORATION

THE SPORTS INJURY CLINIC, INC.

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Margaret E. Herrmann, whose post office address is 117 West Patrick Street, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: The name of the Corporation is: The Sports Injury Clinic, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

(1) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.

(2) To generally engage in the business of the prevention of disability in individuals and the physical rehabilitation of individuals with congenital or acquired disabilities, in both cases, focusing on disabilities which arise from or hinder the individual's participation in sports. This would include the performance and interpretation of tests and measurements of neuromuscular and musculoskeletal functions to aid treatment; planning of treatments based on these test findings; and administering treatment with therapeutic exercise and massage, mechanical devices, or therapeutic agents that use the physical, chemical or other properties of air, water, electricity, sound, or radiant energy. This will not include any use of X-rays, or radioactive substances. This also will not include use of electricity in cauterization or surgery.

(3) To apply for, obtain, purchase or otherwise acquire, any licenses, permissions and the like which might be used for any of the purposes of the Corporation, and to use, exercise and develop such licenses, and to sell and otherwise deal with such licenses.

(4) To loan, or advance money with or without security, without limits as to amount; to borrow or raise money for any purposes of the Corporation and to issue bonds, debentures, notes, securities or other obligations of any nature and in any manner permitted by law, for money so borrowed in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation real, personal, mixed and/or intangible, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge,

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or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(5) To carry on any of the businesses herein enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the herein stated objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

The Corporation is hereby authorized to engage in any other lawful activity for which corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said Law.

✓  
FOURTH: The post office address of the principal office of the Corporation in Maryland is 419 Spring Creek Road, Hagerstown, Washington County, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Robert J. Cirincione at 419 Spring Creek Road, Hagerstown, Washington County, Maryland, 21740. Said resident agent is an adult citizen of Maryland and presently resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting Common Stock. After the original issuance of stock, the stockholders of the Corporation shall have preemptive rights with respect to the sale by the Corporation of any additional shares of stock, whether treasury stock or authorized but unissued stock, regardless of the purpose for sale. This preemptive right may be waived in any particular instance of the issuance of shares of stock in the Corporation by a majority vote of the stockholders of the Corporation.

SIXTH: The total number of directors of the Corporation may be fixed and thereafter increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of stockholders of the Corporation if there are less than three (3) stockholders, and the name of the director who shall act until the First Annual Meeting of the Shareholders, or until her successors are duly chosen and qualified is: Janice T. Cirincione.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The following provisions are hereby adopted for the

purposes of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders thereof:

(1) The Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of its stock of any class, and convertible securities, whether now or hereafter authorized by the stockholders, for such consideration as may be deemed advisable by the Board of Directors and without any further authorization other than initial authorization in the Articles of Incorporation of the Corporation and without any further action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption, and the conversion rights, of such shares, but no such action will affect the preemptive rights provided for in these Articles.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; PROVIDED, HOWEVER, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction; AND FURTHER, PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(4) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

The enumeration and definition of a particular power of the Board of Directors, the stockholders and/or the Corporation included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers otherwise conferred under the General Laws of the State of Maryland now or hereafter in force.

NINTH: In each case where the Corporations and Associations Article of the Annotated Code of Maryland, as hereafter amended from time to time, requires a more than majority affirmative vote the shareholders of the Corporation before a particular action may be taken by the Corporation, that more than majority affirmative shareholder vote requirement shall be lowered to an affirmative vote of a majority of the shareholders of the Corporation, and/or of a majority of each class of shareholders, as the case may be. This provision in the Articles is meant to reduce the more than majority stockholder voting requirement for (but not be limited to) each of the following corporate actions: Charter amendments, consolidation, merger, transfer of assets, partial liquidation, and dissolution.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 2<sup>nd</sup> day of June, 1984.

WITNESS:

Phyllis J. Mackley  
Phyllis J. Mackley

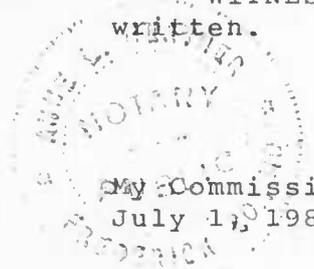
Margaret E. Herrmann (SEAL)  
Margaret E. Herrmann

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 6<sup>th</sup> day of June, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Margaret E. Herrmann, who acknowledged the foregoing Articles of Incorporation to be her act.

WITNESS my hand and Notarial Seal on the day and year first above written.

Anne S. Herrmann  
NOTARY PUBLIC



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
THE SPORTS INJURY CLINIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND THIS 07, 1984 AT 08:38 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2652, FOLIO 043263, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$  
5.00

01725423

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. [Signature]*



DRS. CHARLES P & KAREN F. SANICOLA, D.P.M., P.A.

RECORD 5.00  
 04 3170 10-17-84

ARTICLES OF INCORPORATION

FIRST: We, Drs. Charles P. and Karen F. Sanicola, whose post office address is 201 South Cleveland Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Drs. Charles P. and Karen F. Sanicola, D. P. M., P. A.

THIRD: The purposes for which the Corporation is formed are to engage in the business of podiatry and (1) to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 201 South Cleveland Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Dr. Charles P. Sanicola, 201 South Cleveland Avenue, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, with no par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than two (2). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Charles P. Sanicola and Karen F. Sanicola.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHT: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorized the issuance from time to

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time of shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the time and prices of redemption of, and the conversation rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

3. Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into this Corporation;
- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27<sup>th</sup> day of April, 1984, and I acknowledge same to be my act.

WITNESS:

L C M J R

Charles P. Sanicola, Jr.  
Dr. Charles P. Sanicola

L C M J R

Karen F. Sanicola, D.P.M.  
Dr. Karen F. Sanicola

ARTICLES OF INCORPORATION  
OF  
DRS. CHARLES P. AND KAREN F. SANICOLA, D. P. M., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 15, 1984 AT 02:31 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2651, FOL 002927, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1718949

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*G. B. Robinson*



JCO/03-14-84  
3392r

RECORD 5.00  
S SUB 20.00  
04 3171 10-19A11:43

THE WOODLANDS NORTH ASSOCIATION, INCORPORATED

ARTICLES OF INCORPORATION

THESE ARTICLES OF INCORPORATION, made this 25th day of May, 1984, by James C. Oliver, a resident of Maryland having an address at c/o Frank, Bernstein, Conaway & Goldman, 1300 Mercantile Bank and Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21202,

WITNESSETH, THAT WHEREAS, by an instrument entitled "Declaration of Covenants, Easements, Charges and Liens", dated May 17, 1984, and recorded among the Land Records of Washington County, Maryland, in Liber 763 at folios 157 et seq. (hereinafter referred to as "the Declaration"), SC DEVELOPMENT CORP., INC., a corporation organized and existing under the law of Maryland, has subjected to the operation and effect of the Declaration all of that land, situate and lying in the said County, which is described in Exhibit A thereto, together with the improvements thereon and the appurtenances thereto, thereby creating a community with respect to the same known as "WOODLANDS NORTH" (hereinafter referred to as "the Community"), all as is more particularly set forth in the Declaration; and

WHEREAS, under the provisions of the Declaration, the affairs of the Community are to be governed by a nonstock corporation organized and existing under the law of Maryland; and

WHEREAS the undersigned, by these Articles of Incorporation, intends to incorporate such entity,

NOW, THEREFORE, THE UNDERSIGNED, being at least eighteen (18) years of age, hereby forms a nonstock corporation under the general laws of the State of Maryland, upon the terms and subject to the conditions which are hereinafter set forth:

Article 1. Name. The name of the corporation (hereinafter referred to as "the Association") is and shall be

THE WOODLANDS NORTH ASSOCIATION, INCORPORATED

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Article 2. Purposes and powers.

2.1. The Association shall have the following purposes and powers:

2.1.1. to promote the recreation, health, safety and welfare of the Community and the Association's membership;

2.1.2. to provide for the acquisition, construction, management, maintenance and care of the Association's property (including, by way of example rather than of limitation, the property referred to as "the Commons" in the provisions of the Declaration);

2.1.3. to do and perform any and all acts and things which a nonstock corporation organized and existing under the general laws of the State of Maryland is empowered to do, without limitation or restriction of any kind (including, by way of example rather than of limitation, any and all acts and things which such a corporation is empowered to do by the provisions of title 2, section 2-103, and title 5, section 5-202 of the Corporations and Associations Article of the Annotated Code of Maryland (1975 edition, as from time to time amended); and

2.1.4. to do and perform any and all acts and things which the Association is authorized or empowered to do by the provisions of the Declaration, as from time to time amended.

2.2. Anything contained in the foregoing provisions of this Article to the contrary notwithstanding, nothing in such provisions shall be deemed to empower the Association to take any action, or to permit the Association not to take any action, if and to the extent that its taking of or failure to take such action is not permitted by the provisions of the Declaration.

Article 3. Principal office and resident agent.

3.1. The post office address of the Association's principal office in Maryland is Box F, Rohrersville, Maryland 21779.

3.2. The name and post office address of the Association's resident agent in Maryland is Norman R. Sandler, Box F. Rohrersville, Maryland 21779. Such resident agent is a citizen of the State of Maryland who actually resides therein.

JCO/03-14-84  
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Article 4. Lack of authority to issue stock.

4.1. The Association is not authorized or empowered to issue capital stock of any type or class.

4.2. Nothing in the foregoing provisions of this Article shall be deemed in any manner to alter or impair any right or power which the Association may have from time to time to issue such bonds, notes and other evidence of secured or unsecured debt, in such amounts, for such consideration, upon such terms and subject to such conditions as the Association may determine.

Article 5. Membership.

5.1. The Association's membership shall consist of and be limited to all of the Owners, as that term is defined by the provisions of the Declaration.

5.2. The Association's membership shall be divided into such classes of membership as are prescribed by the provisions of the Declaration, each of which classes shall exist during such times, and the respective members of which shall have such rights, as are set forth therein.

5.3. An Owner's membership in the Association shall be appurtenant to his Lot, as that term is defined by the provisions of the Declaration, and may not be separated from his ownership thereof.

Article 6. Directors.

6.1. The number of directors which the Association shall have shall be three (3), which number may be increased or decreased by an amendment of the Association's by-laws, but shall never be less than three (3).

6.2. The names of the directors who shall act until the first annual meeting of the Association's membership and until their successors are elected and qualified are:

Norman R. Sandler  
Ollen O. Craig  
Marilyn R. Sandler

6.3. The Association's board of directors shall exercise all of the Association's powers, except for those,

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3392r

if any, conferred upon or reserved to the Association's members by law, or by the provisions of these Articles of Incorporation, the Association's by-laws or the Declaration, as from time to time amended.

Article 7. Perpetual existence. The Association's existence shall be perpetual.

Article 8. Voting rights.

8.1. The voting rights of each member of the Association are as set forth in the provisions of the Declaration, as from time to time amended (which provisions are hereby incorporated herein by reference).

8.2. Except in those circumstances, if any, in which the giving of a proxy by a member of the Association is expressly permitted by the provisions of the Declaration (in which circumstances such member shall be entitled to vote by such proxy), no member of the Association may vote by proxy.

Article 9. Amendment of Articles of Incorporation.

9.1. These Articles of Incorporation may be amended in and only in the same manner as that set forth in the provisions of section 2-604 of the Corporations and Associations Article of the Annotated Code of Maryland (1975 edition, as amended) for stock corporations, with each member of the Association having the rights thereunder held by a stockholder of a stock corporation.

9.2. Without limiting the generality of the foregoing provisions of this Article, no amendment of these Articles of Incorporation shall be effective unless approved by the Association's membership by the affirmative vote of three-fourths (3/4) of all of the votes entitled to be cast thereon.

Article 10. Dissolution of the Association.

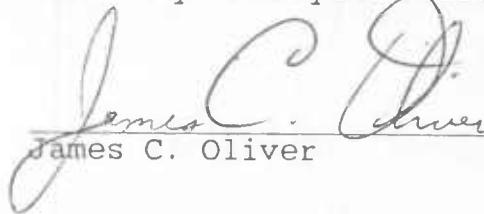
10.1. The Association may be voluntarily dissolved only in accordance with the provisions of section 5-208 of the Corporations and Associations Article of the Annotated Code of Maryland (1975 edition, as amended), except that such dissolution must have been approved by the Association's membership by the affirmative vote of two-thirds (2/3) of all of the votes of each Class of

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membership entitled to be cast thereon and by the City of Hagerstown.

10.2. Upon any dissolution of the Association other than incident to its merger or consolidation with another entity, and except as is otherwise required by applicable law, the Association's assets shall be granted to an appropriate public agency to be used by such agency for purposes which are the same as or similar to those for which the Association has been organized; provided, that if such agency does not accept such grant, such assets shall be granted to any nonprofit corporation, association, trust or other entity, to be used by such entity for such purposes.

IN WITNESS WHEREOF, the undersigned hereby executes and enseals these Articles of Incorporation and acknowledges them to be his act, the day and year first above written.

 (SEAL)  
James C. Oliver

ARTICLES OF INCORPORATION  
OF  
THE WOODLANDS NORTH ASSOCIATION, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 25, 1984 AT 03:55 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2651, FOLIO 003009, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1719087

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 158970

Received for Record October 19, 1984 at 11:43 o'clock A.M. Liber 33

## ARTICLES OF INCORPORATION

RECORD 5.00  
SUB 25.00  
04 3172 10-19A11:43

OF

ROBERT J. CIRINCIONE, M.D., P.A.  
(A CLOSE PROFESSIONAL CORPORATION)

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, whose post office address is P.O. Box 688, 117 West Patrick Street, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: (a) The name of the Corporation is: Robert J. Cirincione, M.D., P.A.

(b) The Corporation is a close corporation formed pursuant to the provisions of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

THIRD: The purposes for which the corporation is formed are:

To engage in the business of rendering service in the practice of medicine, including the rendering of all professional services in connection therewith, and to render such services primarily in the following specialty, namely, orthopaedic surgery; and to conduct any activities necessary and incident thereto; and, to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments; and, to own real and personal property necessary or appropriate for the rendering of said professional services.

The corporation shall be authorized to exercise and enjoy any and all of the powers, rights and privileges granted to, or conferred upon professional corporations in general, and all other corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 419 Spring Creek Road, Hagerstown, Washington County, Maryland 21740. The name of the resident agent of the Corporation in this State is Robert J. Cirincione, who is an adult resident of this State, and the post office address of the resident agent is 419 Spring Creek Road, Hagerstown, Washington County, Maryland 21740.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting common stock.

SIXTH: Although under Section 4-302 of the Corporations and Associations Article of the Annotated Code of Maryland (hereinafter called "Code") the Corporation may elect not to have a Board of

41598030

Directors, it is hereby provided that the Corporation shall have at all times a Board of Directors whose number shall be governed by the provisions of Section 2-402 of the Code, and its successor sections, and the name of the director who shall act until the first annual meeting of shareholders, or until his successors are duly chosen and qualified is: Robert J. Cirincione, M.D.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: Clear reference to the fact that the Corporation is a Close Corporation shall appear permanently at the head of each Charter Document of the Corporation adopted hereafter, and the fact that this Corporation is a Close Corporation shall be noted conspicuously upon each certificate of issued and outstanding stock of the Corporation. Further, it shall be noted conspicuously upon each certificate of issued and outstanding stock of the Corporation the fact that the transfer of the stock of the Corporation is restricted under certain provisions of Maryland Law. If, at a later time, the Corporation and/or its shareholders should enter into any agreement restricting and/or regulating transfers on outstanding shares of the Corporation, then this fact shall be noted conspicuously on all outstanding shares of the Corporation. If any stock of the Corporation should be issued with restrictions or denial concerning voting rights, then this fact shall be conspicuously noted on the face of such shares of stock, and such restrictions and/or denial will be regulated in accordance with Section 4-504 of the Code, and its successor sections.

Any agreement or like contract for the purchase and sale of shares of stock in the Corporation which complies with the provisions of Section 5-116 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended and/or changed from time to time, which has been executed by all of the shareholders of the Corporation, as well as the Corporation, and which is binding upon all of the shareholders existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future shareholders), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this paragraph EIGHTH which might be contrary to any provision contained in said agreement.

In the event that a sale and/or other transfer of shares of Common Stock in the Corporation should involve shares of stock belonging to a deceased stockholder or a stockholder no longer properly licensed to practice medicine in the State of Maryland, then such sale and/or transfer shall, in all events, be accomplished within the time limits set by Section 5-116 above referred to, as amended and/or changed from time to time.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders thereof:

(1) Subject to the provisions of Title 4, Subtitle 5 of the Code and its successor provisions, the Board of Directors of the

Corporation is hereby empowered to direct issuance from time to time of shares of corporate stock of any class for such consideration as may be deemed advisable by the Board of Directors, as long as such directed issuance of shares have been authorized in advance by these Articles of Incorporation or amendments hereto properly approved by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of such shares.

(3) Any directors, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; PROVIDED, HOWEVER, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction; AND FURTHER PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(4) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

The enumeration and definition of a particular power of the Board of Directors and/or stockholders included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors and/or stockholders under the General Laws of the State of

Maryland now or hereafter in force.

TENTH: Except as provided to the contrary in Sections 4-504 and 4-601 of the Code, and their successor sections, in each case where the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, requires the affirmative vote of more than a majority of the shareholders of the Corporation before a particular action may be taken by the Corporation, that more than a majority affirmative shareholder vote requirement shall be reduced to require an affirmative vote of a majority of the shareholders of the Corporation having voting rights in the matter being considered.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 31st day of May, 1984.

WITNESS:

Anne L. Heavner Joseph S. Welty (SEAL)  
Joseph S. Welty

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 31st day of May, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph S. Welty, who acknowledged the foregoing Articles of Incorporation of Robert J. Cirincione, M.D., P.A., to be his act and deed.

WITNESS my hand and Notarial Seal on this 31st day of May, 1984.



Anne L. Heavner  
Anne L. Heavner  
NOTARY PUBLIC

ARTICLES OF INCORPORATION  
OF  
ROBERT J. CIRINCIONE, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 07, 1984 AT 08:38 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 5 2652, FOLIO 003292, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1725456

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 159314

## LaROSE INDUSTRIES, INC.

(A Close Corporation Under Title 4 of the Corporation and Association Article of the Annotated Code of Maryland)

RECORD 5.00  
 30.00  
 19A11:4

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Richard S. Lowry, whose post office address is 2608 Youngstoun Court, hagerstown, Maryland 21740, being at least 21 years of age, does hereby form a corporation under the general laws of the State of Maryland.
2. Name. The name of the corporation, hereinafter called the Corporation, is LaRose Industries, Inc.
3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.
4. Purposes. The purposes for which the Corporation is formed are as follows:
- a) To acquire, hold, own, distribute, store, bargain, sell at retail or wholesale or otherwise dispose of appliances for the home or elsewhere and cleaning products of all kinds.
  - b) To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
  - c) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.
5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 2608 Youngstoun Court, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent of the Corporation is Richard S. Lowry, 2608 Youngstoun Court, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.
6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 100 shares without par value, all of one class.

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7. Election to have no Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is Richard S. Lowry.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) President - Richard S. Lowry
- (2) Vice-President - Larry D. Rosenberry, Jr.
- (3) Treasurer - Bobbie Jo Rosenberry
- (4) Secretary - Ruth Anne Lowry

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be Five Hundred Thousand (\$500,000.00) Dollars.

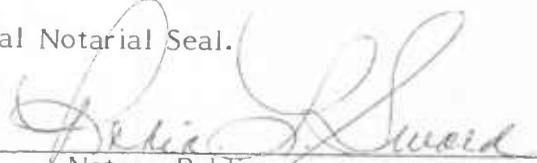
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of June, A.D., 1984.

  
 \_\_\_\_\_ (SEAL)  
 Richard S. Lowry

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 4th day of June, A.D., 1984, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Richard S. Lowry, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

  
 \_\_\_\_\_  
 Notary Public

My Commission Expires: 7/1/86

ARTICLES OF INCORPORATION  
OF  
LaROSE INDUSTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 07, 1984 AT 11:09 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2654, FOLIO 000012, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1725860

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Robinson*



A 159361

Received for Record October 19, 1984 at 11:44 o'clock A.M. Liber 33

ARTICLES OF INCORPORATION  
OF  
THE MARYLAND SYMPHONY ORCHESTRA GUILD, INC.

1984 JUN -8 A 10:27

THIS IS TO CERTIFY:

RECORD 5.00  
B SUB 35.00  
04 3174 10-19A1 1:44

That I, Erma Arkin, whose post office address is 416 Spring Creek Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

Article I - Name

The name of the corporation (which is hereinafter called the "Corporation") is Maryland Symphony Orchestra Guild, Inc.

Article II - Purposes

(1) The purpose of this organization shall be to support and promote the growth of the Maryland Symphony Orchestra in every way possible through financial, educational and social endeavors. The policies of the Guild shall be in harmony with the policies of the Board of Directors of the Maryland Symphony Orchestra, Inc.

(2) Operating without profit, and so that no part of its net earnings or assets shall ever be distributed as a dividend or inure to the benefit of any private shareholder or individual, to support by means of subscription sales, educational programs, and social events, including, but not limited to fund raising events. The purpose of the Maryland Symphony Orchestra, to wit: To foster, promote and increase the musical knowledge and appreciation of the public, exclusively by educational activities, by organizing and presenting, primarily but not exclusively in the City of Hagerstown, Maryland performances of music in programs chosen primarily from the literature of symphonic music and incidently chamber-music, opera solo recital, vocal chorus or the dance which are deemed by responsible and informed persons to be suitable at the time and place for such exclusively educational purposes.

(3) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment

41608232

LAW OFFICES  
of  
Brad W. Varner,  
P. A.  
COURTYARD PLACE  
N. WASHINGTON STREET  
AGERSTOWN, MD 21740  
(301) 791-7445

of any one or more of the purposes of the Corporation.

(4) To register, own and protect, the trade-name of "The Maryland Symphony Orchestra Guild, Inc." or such other trade-names or designations as are appropriate for such organization.

(5) To rent, acquire in any manner for use, or own, maintain and operate, a place or places suitable for such events, and to do all things necessary and proper to accomplish the educational purposes stated herein.

(6) To effect all arrangements desirable and necessary for such educational, social and fund-raising activities.

(7) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation. To solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute grant or otherwise, either in trust or otherwise; to own, hold, operate and administer real and personal property, and generally to do all things necessary and proper to accomplish the purposes hereinabove stated and permitted to like non-profit corporations by law.

(8) The Corporation is organized exclusively for charitable, educational and cultural purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal

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*Edward W. Varner,*

*P. A.*

COURTYARD PLACE

162 W. WASHINGTON STREET  
HAGERSTOWN, MD 21740

(301) 791-7445

income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding revision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(9) Provided, however, that no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate or intervene (including the publishing or distributing of statements) in any political campaign in behalf of any candidate for public office.

(10) The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereinafter be amended.

(11) The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation, except as otherwise hereinabove provided. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

#### Article III - Address and Resident Agent

The post office address of the principal office of the Corporation in this State is Route 8, Box 50B, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is Brenda Rosenthal, 416 Spring Creek Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of this State and actually resides herein.

## Article IV - Stock

The Corporation is not authorized to issue any capital stock and shall be a non-stock and non-profit Corporation. No officer of the Corporation shall draw nor receive any salary, nor shall any of the funds of the Corporation inure to the person or individual benefit of any of the officers or members hereof. Members shall be selected, removed or mayresign; vacancies may be filled and additional members elected as provided in the By-Laws.

## Article V - Directors

The number of Directors of the Corporation shall be eighteen (18) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than (8) and the names of the Directors who shall act until the first meeting or until their successors are duly chosen and qualified are: President, Christine Tischer; Vice-President, Ellen Trace; Second Vice-President, Debra Bonne; Third Vice-President, Brenda Rosenthal; Corresponding Secretary, Pat Craven; Recording Secretary, Erna Arkin; Treasurer, Judy Ditto; Historian, Judy Kasmirowicz.

## Article VI - Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational and historical preservation purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is thenlocated, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

LAW OFFICES

Edward W. Varner,

P. A.

COURTYARD PLACE

162 W. WASHINGTON STREET  
HAGERSTOWN, MD 21740

(301) 791-7445

Article VII

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation  
this 14<sup>th</sup> day of May, A.D., 1984.

WITNESS:

Conrad W. Varner                      Erma K. Arkin (Secretary)

STATE OF MARYLAND, COUNTY OF WASHINGTON: To-wit:

I HEREBY CERTIFY, that on this 14<sup>th</sup> day of May, 1984,  
before me, the subscriber, a Notary Public in and for the State and  
County aforesaid personally appeared Erma K. Arkin, who  
acknowledged the foregoing Articles to be his/her act.  
Witness my hand and official Notarial Seal.

Joanna S. Kemmerer  
Notary Public



My Commission Expires:

July 1, 1986

ARTICLES OF INCORPORATION  
OF  
MARYLAND SYMPHONY ORCHESTRA GUILD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 08, 1984 AT 10:27 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2654, FOL 000263, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1726298

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Paul B. Anderson



A 159424

RECORD 5.00  
 \$ 808 40.00  
 04 3175 10-19A11:45

TLM ENTERPRISES, INC.

ARTICLES OF INCORPORATION

**FIRST:** I, Robert E. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

**SECOND:** The name of the corporation (which is hereafter referred to as the "Corporation") is TLM Enterprises, Inc.

**THIRD:** The purposes for which the Corporation is formed are:

(1) To engage in the clothing business, to import, export, manufacture, alter, buy and sell at wholesale and retail, women's, mens' and childrens' clothing and wearing apparel of every kind, nature and description; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

**FOURTH:** The post office address of the principal office of the Corporation in this State is 49 North Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Franklin M. Thomas, Jr., 49 North Jonathan Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

41638105

**FIFTH:** The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000) shares of common stock, with par value of TEN DOLLARS (\$10.00) per share.

**SIXTH:** The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Franklin M. Thomas, Jr., Franklin Blair Thomas, Bruce H. Thomas, Margaret Lee Miller and David S. Schwartz.

**SEVENTH:** The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers,

restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

**EIGHTH:** Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

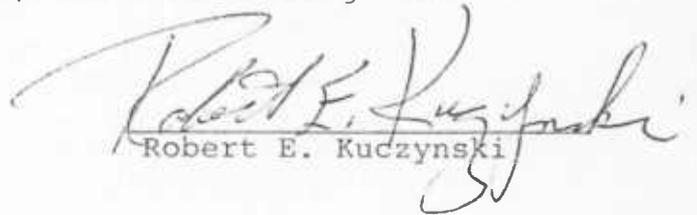
**NINTH:** (1) As used in this Article **NINTH**, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a

proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of June, 1984, and I acknowledge the same to be my act.

  
Robert E. Kuczynski

872

ARTICLES OF INCORPORATION  
OF  
TLM ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 11, 1984 . AT 10:11 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2654 , FOR 000610 , ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1726926

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 159467

VIDEO WISE, INC.  
ARTICLES OF INCORPORATION

RECORD 5.00  
8 306 45.00  
04 3175 10-19A11:4

**FIRST:** I, Robert E. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

**SECOND:** The name of the corporation (which is hereafter referred to as the "Corporation") is Video Wise, Inc.

**THIRD:** The purposes for which the Corporation is formed are:

(1) To engage in the retail and wholesale sale and rental of video recorders, tapes, supplies and all related material and equipment; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

**FOURTH:** The post office address of the principal office of the Corporation in this State is Route 6, Box 149, Mason-Dixon Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Marian Elaine Blacklin, Route 6, Box 149, Mason-Dixon Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

**FIFTH:** The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000) shares of common stock, with par value of TEN DOLLARS (\$10.00) per share.

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**SIXTH:** The number of Directors of the Corporation shall be SIX (6), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Thomas Edward Blacklin, Marian Elaine Blacklin, Donald R. Clopper, Mary A. Clopper, Francis Edward Clopper and Sally Ann Clopper.

**SEVENTH:** The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

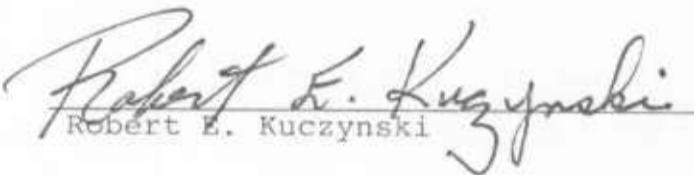
**EIGHTH:** Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

**NINTH:** (1) As used in this Article **NINTH**, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2). The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of June, 1984, and I acknowledge the same to be my act.

  
Robert E. Kuczynski

ARTICLES OF INCORPORATION  
OF  
VIDEO WISE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 11, 1984 AT 09:01 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2654, FOL 000621, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1726959

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. Anderson*



A 159470

878

RECORD 5.00  
SUB 50.00  
04 3177 10-19A11:46

ARTICLES OF INCORPORATION

KLINE ASSOCIATED ROOFTOP EQUIPMENT COMPANY, INC.

FIRST: I, Kenneth E. Kline, whose post office address is 350 East First Street, Hagerstown, Maryland, 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is KLINE ASSOCIATED ROOFTOP EQUIPMENT COMPANY, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To own, maintain and lease construction equipment; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 350 East First Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kenneth E. Kline, 350 East First Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of no par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except that

(1) If there is not stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Kenneth E. Kline.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1984 JUN 11 A 10:00

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(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by

(i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of June, 1984, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Kenneth E. Kline  
Kenneth E. Kline

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 7th day of June, 1984, before me, the subscriber, a Notary Public in and for the State and County afore-said, personally appeared Kenneth E. Kline and acknowledged the afore-going Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Pamela S. Ambrose  
Notary Public

ARTICLES OF INCORPORATION  
OF  
KLINE ASSOCIATED ROOFTOP EQUIPMENT COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 11, 1984 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2654, FOLIO 000668, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$  
500

D1727015

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. Robinson*



A 159476

Received for Record October 19, 1984 at 11:46 o'clock A.M.

Liber 33

WARRENFELTZ REFRIGERATION, INC.

RECORD 5.00  
 8 BUS 55.00  
 04 1178 10-19A11:46

A Maryland Close Corporation, 1984 JUN 12 A 11:4  
 Organized Pursuant to Title 4 of the  
 Corporations and Associations Article of the  
 Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, George O. Warrenfeltz, whose post office address is 839 South Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (hereafter called the "Corporation") is Warrenfeltz Refrigeration, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The purposes for which the Corporation is formed are:

1. To sell, distribute, install, service, repair, and otherwise deal in heating, refrigeration, and air conditioning equipment; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful purpose and business.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

41648224

FIFTH: The post office address of the principal office of the Corporation is 839 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is George O. Warrenfeltz, 839 South Potomac Street, Hagerstown, Maryland 21740. The Resident Agent is a citizen of and actually resides in the State of Maryland.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of such shares shall be of one class, shall be called common stock, and shall have an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is George O. Warrenfeltz.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 7 day of June, 1984.

WITNESS:

Clara Mae Baker

George O. Warrenfeltz

ARTICLES OF INCORPORATION  
OF  
WARRENFELTZ REFRIGERATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 12, 1984 AT 11:40 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2654, FOL 06098.1, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1727502

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 159525

AMS INTERNATIONAL AUTO PARTS, INC.

A CLOSE CORPORATION UNDER TITLE 4

RECORD 5.50  
B SUB 60.50  
04 3179 10-19A11:47

ARTICLES OF INCORPORATION JUN 13 A 10:12

FIRST: The undersigned, Josephine S. Shockey, whose post office address is Rt.#3 Box 320, Smithsburg, Maryland 21783; James N. Shockey, whose post office address is Rt.#3 Box 320, Smithsburg, Maryland 21783, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is AMS INTERNATIONAL AUTO PARTS, INC.

THIRD: The corporation shall be a close corporation as authorized by Title 4.

FOURTH: The purposes for which the Corporation is formed are as follows:

(a) To engage in the manufacture, sale and distribution of automobiles, motor cars, motor trucks and other mechanically propelled vehicles and automobile and vehicle parts and sundries; to vend and deal in automobiles, motor cars, motor trucks, and other mechanically propelled vehicles and automobile and vehicle parts and sundries and other articles; to acquire and own patents improvements and franchises, and to operate under such patent, improvements and franchises pertaining to the matters and things enumerated herein.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or

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dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importer and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, or any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by

any other corporation or association, organized under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder or any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(g) To loan or advance money with or without security without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, pledge or conveyance of assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(h) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly,

to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(i) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Rt.#3 Box 320, Smithsburg, Washington, Maryland 21783. The name and post office address of the resident agent of the Corporation in Maryland are James N. Shockey, Rt.#3 Box 320, Smithsburg, Washington, Maryland 21783.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars a share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000) Dollars.

SEVENTH: After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have Two (2) directors, whose names are Josephine S. Shockey and James N. Shockey.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any stockholders or officers of this Corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporations; any directors individually, or any

firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation

(c) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on June 11, 1984, and severally acknowledge the same to be our act.

Josephine S. Shockey  
Josephine S. Shockey

James N. Shockey  
James N. Shockey

ARTICLES OF INCORPORATION  
OF  
AMS INTERNATIONAL AUTO PARTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 13, 1984 AT 10:10 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

7

RECORDER IN LIBER 2654, FOLIO 001215, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 22 SPECIAL FEE PAID \$ \_\_\_\_\_  
5.50

D1727916

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

G. B. Oshorn



A 159566

1984 MAY 31 P 2:13

ARTICLES OF INCORPORATION

OF

HAGERSTOWN AREA YOUTH SOCCER LEAGUE, INC.

RECORD 5.00  
FEB 65.50  
3120 10-19A11:47  
JUN 14

FIRST: I, Russell Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called "the Corporation") is Hagerstown Area Youth Soccer League, Inc.

THIRD: The purposes for which the Corporation is formed are:

(a) To organize and manage youth soccer opportunities in the greater Hagerstown area.

(b) To buy, sell, mortgage, and receive any property, real, personal or mixed; to execute contracts, deeds, mortgages, leases, agreements, and other instruments; to receive, to take title to, hold, and use the proceeds of stocks, bonds, obligations, and other funds in any form whatsoever.

(c) The Corporation is organized exclusively for charitable purposes within the contemplation of Section 501(c)(3) of the Internal Revenue Code of 1954 and its corresponding statute in the State of Maryland. The Corporation is organized for non-profit purposes. No part of the assets or earnings of the Corporation shall inure to the benefit or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered.

(d) These descriptions of the purposes of the Corporation are intended to be descriptive of its functions, and are not intended to limit the functions of the Corporation. The Corporation is authorized to carry out any lawful function.

FOURTH: The post office address of the principal office of the Corporation in this State is 2318 Keener Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Dael E. Copeland who is an individual actually residing in this State and whose address is 2318 Keener Road, Hagerstown, Maryland 21740.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of Directors and qualifications therefor and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Dael E. Copeland; Brian Leach; and Connie Leach.

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SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of May, 1984, and I acknowledge same to be my act.

WITNESS:

Dawn G. Hooley

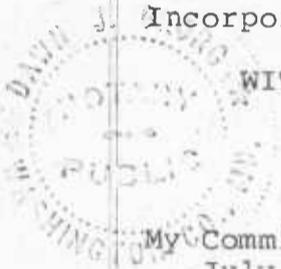
Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25th day of May, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Official Notarial Seal.

Dawn G. Hooley  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN AREA YOUTH SOCCER LEAGUE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 14, 1984 AT 12:00 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2654, FOLIO 001481, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1728385

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

G. B. Robinson



RECORD 5.00  
B SUB 70.50  
94 3181 10-19A11:47

ARTICLES OF INCORPORATION

FIRST: That I, Roy W. Harnish, whose <sup>1984 JUN - 3 A 12: 27</sup> post office address is 201 South Cleveland Avenue, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is ICAPP, INC.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions

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of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

The purpose shall be to provide leadership in the field of private practice in clinical social work psychotherapy: Sanction, Standards, Leadership, Forum for discussion and exchange of information and the formulation of programs designed to attain the objectives herein stated.

FOURTH: The post office address of the principal office of the Corporation in this State is 201 South Cleveland Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Roy W. Harnish, MSW, 201 South Cleveland Avenue, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, of qualifications for, and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be fifteen (15), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Audrey Sargenia, Richenda Crawford, Eve R. Mayer, Roy W. Harnish, Philippe A. Barrette, Mark N. Resnick, Eilene Crosier, Maxine Walton, Marija Dixon, Margaret A. Golton, Edwin H. Holmberg, Stefanie Necheles, Gertrude C. Wagner, Martha Zilbermann and Jules Levaggi.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

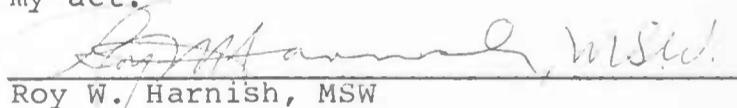
(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH; any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF; I have signed these Articles of Incorporation this 6<sup>th</sup> day of June 1984, and I acknowledge the same to be my act.

  
Roy W. Harnish, MSW

ARTICLES OF INCORPORATION  
OF  
ICAPP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 15, 1984 AT 01:20 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2654, FOLIO 002831, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_  
5.00

D1729094

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Gal B. Robinson



A 159683

Building Blocks Child Development Center, Inc.  
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Building Blocks Child Development Center, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of operating a day care center to provide the necessary care required for children; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 919 Oak Hill Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Deborah D. Spickler, 919 Oak Hill Avenue, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Deborah D. Spickler  
Michael L. Spickler

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of June, 1984, and I acknowledge the same to be my voluntary act and deed.

Eric Sallenberg  
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION  
OF  
BUILDING BLOCKS CHILD DEVELOPMENT CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 15, 1984 AT 11:20 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2654, FOLIO 01:2886 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 500

D1729185

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Paul B. Robinson



BA

Received for Record October 19, 1984 at 11:48 o'clock A.M.  
Liber 33

002906  
903  
RECORD 5.00  
SUB 80.50  
04 3183 10-19A11:48

ARTICLES OF INCORPORATION

NORTH END LIQUORS, INC.

FIRST: I, EDWARD N. BUTTON, whose post office address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

North End Liquors, Inc.

THIRD: The purposes for which the Corporation is formed are:  
(1) To purchase, sell or otherwise deal in, beer, ale, whiskey, wine, liquors, cordials and any other alcoholic drink and to market sell, distribute and generally deal in and wholesale and retail, under such restrictions and conditions as may be imposed by law.

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

(4) To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Limestone Road, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Gerald W. Shaw, 206 Pennsylvania Avenue, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The total number of shares of capital stock which the corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

1984 JUN 15 A 11:42

41678133

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Gerald W. Shaw.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders thereof.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(4) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereby by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

EIGHTH: (1) As used in the Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13<sup>th</sup> day of JUNE, 1984, and acknowledged the same to be my act.

WITNESS:

Sharon J. Roots

Edward N. Button  
EDWARD N. BUTTON

ARTICLES OF INCORPORATION  
OF  
NORTH END LIQUORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 15, 1984 AT 11:40 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2654, FOLIO 002905, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1729227

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Paul B. Robinson



907  
002914

Received for Record October 19, 1984 at 11:49 o'clock A.M.

Liber 33

RECORD 5.00  
SUB 25.50  
04 3184 10-19A11:49

FANFARE, LTD.  
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Fanfare, Ltd.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of operating a hairstyling salon; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 912 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Barbara J. Ullrich, 912 Potomac Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until her successors are duly chosen and qualified is:

Barbara J. Ullrich

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

41678203

JUN 15 11:51 AM '84

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of June, 1984, and I acknowledge the same to be my voluntary act and deed.

Tom Sackaliger  
Witness

Roger Schlossberg (SEAL)  
Roger Schlossberg

ARTICLES OF INCORPORATION  
OF  
FANFARE, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 15, 1984 AT 11:20 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2654, FOLIO 062913, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1729243

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Paul B. Robinson



A 159698

Received for Record October 19, 1984 at 11:49 o'clock A.M. Liber 33

ARTICLES OF INCORPORATION  
TRI-STATE MAINTENANCE SERVICES, INC.

RECORD 5.00  
S. BUS. 90.50  
04 3185 10-19A11:49

FIRST: The undersigned, Christopher D. Diehl, whose post office address is Route 2, Box 108, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Tri-State Maintenance Services, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To provide electrical, mechanical, plumbing, heating, ventilating and cooling repair and maintenance service work, to repair and maintain roofing, whether slate, slag, gravel, or other substance, to maintain and repair lighting devices or machines for the supply of artificial light, for both residential and commercial facilities including buildings and production machinery, and to engage in any other lawful purpose and business and do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 2, Box 108, Hagerstown,

41708151

Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Christopher D. Diehl, Route 2, Box 108, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, at a par value of Ten (\$10.00) Dollars per share, all of one class and having an aggregate value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Christopher D. Diehl  
Richard L. Butts  
Allan C. Hoffman

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

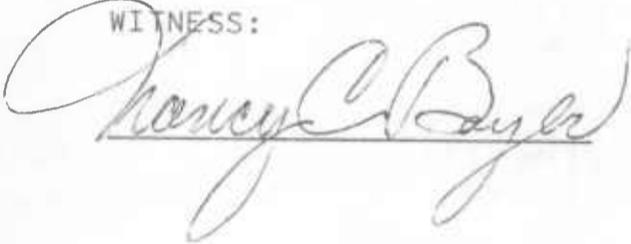
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

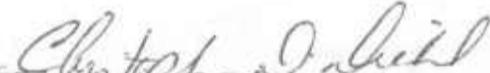
EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the

stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 15th day of June, 1984.

WITNESS:

  
Nancy C. Bayer

  
Christopher D. Diehl

ARTICLES OF INCORPORATION  
OF  
TRI-STATE MAINTENANCE SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 18, 1984 AT 01:08 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

f

RECORDER IN LIBER 2654, FOL 003036, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1729441

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

G. B. Johnson



A 159718

RECORD 5.00  
3 SUB 95.50  
04 3186 10-19A11150

1984 JUN 18 A 11: 22

## VAN MATER INSURANCE SERVICES, INC.

## ARTICLES OF INCORPORATION

FIRST: I, Harry D. Van Mater, whose post office address is 1310 Dual Highway, Hagerstown, Maryland 21740 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (hereafter called the "Corporation") is Van Mater Insurance Services, Inc.

THIRD: The purposes for which the Corporation is formed are:

1. To engage in the business of soliciting, procuring, and negotiating insurance contracts and applications for insurance; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful purpose and business.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation is 1310 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Harry D. Van Mater, 1310 Dual Highway, Hagerstown, Maryland 21740. The Resident Agent is a citizen of and actually resides in the State of Maryland.

41708085

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of such shares shall be called common stock, and shall have an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3), provided:

1. If there is no stock outstanding, the number of directors may be less than three but not less than one; and
2. If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successor or successors are duly chosen and qualified is Harry D. Van Mater.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

The enumeration and definition of a particular power of the Board of Directors included in this paragraph SEVENTH shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of  
Incorporation to be my act this 14<sup>th</sup> day of June, 1984.

WITNESS:

Clara Mae Baker

Nancy P. Van Meter

ARTICLES OF INCORPORATION  
OF  
VAN MATER INSURANCE SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 18, 1984 AT 11:55 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2654, FOLIO 0030.11, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1729458

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. Robinson*



A 159719

WINNER'S EDGE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Irene V. Schroyer, whose post office address is Pearl Vision Center, Valley Plaza Shopping Center, Halfway Boulevard and Route 81, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

Winner's Edge, Inc.

THIRD: The purposes for which the Corporation is formed are:

1. To own and carry on an optical business.
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Pearl Vision Center, Valley Plaza Shopping Center, Halfway Boulevard and Route 81, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Michael G. Day, Suite 300, 120 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and
2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Irene V. Schroyer

41743053

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

3. The number of Shareholders of all classes of shares shall not exceed five (5).

The enumeration and definition of a particular power of the Board of Directors included in the foregoing, shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

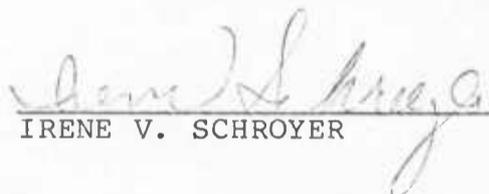
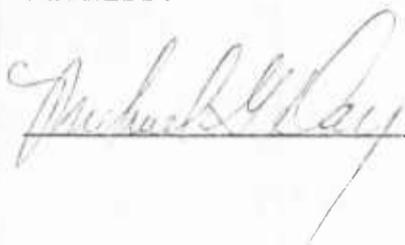
2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in

connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21 day of June, 1984, and I acknowledge the same to be my act.

WITNESS:

 (SEAL)  
IRENE V. SCHROYER

ARTICLES OF INCORPORATION  
OF  
WINNER'S EDGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 22, 1984 AT 09:45 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2655, FOLI000498, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 40 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1731298

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 159881

ARTICLES OF INCORPORATION

1984 JUN 22 A 10:42

OF

VALLEY DRY CLEANERS, INC.  
(A Close Corporation)

THIS IS TO CERTIFY:

RECORDS 5.00  
8 SUBS 105.50  
04 3188 10-19A11:50

FIRST: That I, the undersigned, Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is VALLEY DRY CLEANERS, INC.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

FOURTH: The purposes for which the Corporation is formed are as follows:

To provide and market dry cleaning and other cleaning services.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office of the principal office of the Corporation in this State is 5L Milestone Garden Apartments, Williamsport, Maryland 21795. The name and post office address of the resident agent of the Corporation in this State are Katherine Sirni, 5L Milestone Garden Apartments, Williamsport, Maryland 21795. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The Corporation elects to have no board of directors. Katherine Sirni, Joseph Sirni, Sr., and Joseph Sirni,

41748111

Jr., will serve as directors until the election to have no board of directors becomes effective.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 15<sup>th</sup> day of June, 1984.

WITNESS:

Dawn G. Hoang

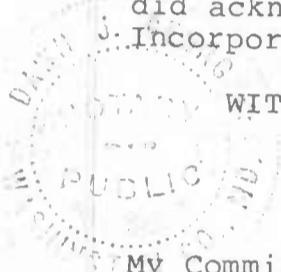
Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 15<sup>th</sup> day of June, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Dawn G. Hoang  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
VALLEY DRY CLEANERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 22, 1984 AT 10:40 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2655, FOLIO 000567, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_  
5.00

D1731413

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

D. W. Hill



A 159893

ARTICLES OF INCORPORATION  
TRI-STATE TERMITE & PEST CONTROL CO., INC.

1984 JUN 22 A 10:05  
FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Tri-State Termite & Pest Control Co., Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To engage in the pest control business including but not limited to the extermination of general insect pests, rodents and structural insects, as well as the application of preventative measures and the repair of damage occasioned by such pests.
2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.
5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 350 S. Mulberry Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Ann C. Grasham, 350 S. Mulberry Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

41748067

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, par value, Ten (\$10.00) Dollars per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

William H. Grasham  
Ann C. Grasham  
John E. Shibley

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 19th day of June, 1984.

WITNESS:

*Nancy Baya*

*E. Kenneth Grove, Jr.*  
E. Kenneth Grove, Jr.

ARTICLES OF INCORPORATION  
OF  
TRI-STATE TERMITE & PEST CONTROL CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 22, 1984 AT 10:05 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2655, FOLIO 00759, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$  
5.00

D1731710

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 159923

Received for Record October 19, 1984 at 11:51 o'clock A.M.  
Liber 33

BARRY A. TEACH, INC.  
ARTICLES OF INCORPORATION

RECORD 5.00  
8 SUR 115.50  
04 3190 10-19A11:51

1984 JUN 28 A 10:15

FIRST: The undersigned, John R. Salvatore, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Barry A. Teach, Inc., ~~d/b/a Castle's Busy Corner.~~

THIRD: The purposes for which the Corporation is formed are as follows:

1. To purchase and otherwise package and exchange, distribute, sell and otherwise dispose of, handle, market, store, import, export, deal and trade in and with wines, liquors, ales, beer, sodas and other drinks and beverages of every kind and description, ice, cigars, cigarettes, tobacco, and smoking supplies and to buy, sell and generally deal in food products of every kind and description.

2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

✓ FOURTH: The post office address of the principal office of the Corporation in Maryland is 42 North Conococheague Street, Williamsport, Maryland. The name and post office

41808104

address of the Resident Agent of the Corporation in Maryland is Barry A. Teach, 2130 Oak Forest Drive, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, at Ten (\$10.00) Dollars par value, per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Barry A. Teach  
W. Diane Teach  
Walter W. Teach

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of

932

stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this  
26th day of June, 1984.

WITNESS:

Kristal A. Thomas

John R. Salvatore  
John R. Salvatore

ARTICLES OF INCORPORATION  
OF  
BARRY A. TEACH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 28, 1984 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2655, FOL 003615, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$  
5.00

D1733807

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 160171

Received for Record October 19, 1984 at 11:52 o'clock A.M.  
Liber 33

RECORD 5.00  
S SUB 120.50  
04 3191 10-19A11:52

1984 JUN 29 A 10:17

ARTICLES OF INCORPORATION

ERNIE'S AUTO SALES, INC.

FIRST: I, EDWARD N. BUTTON, whose post office address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: ~~The name of the Corporation~~ (which is hereafter called the "Corporation") is

Ernie's Auto Sales, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

(4) To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 67 East Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Ernie Fink, 67 East Main Street, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The total number of shares of capital stock which the corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

41818186

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three but not less than one; and

(2) ~~If there is stock outstanding~~ If there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Ernie Fink.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders thereof.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(4) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereby by each class, such action shall be effective if approved by a majority of the votes entitled to be cast thereon.

EIGHTH: (1) As used in the Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22 day of JUNE, 1984, and acknowledged the same to be my act.

WITNESS:

Jenna J. [Signature]

[Signature]  
EDWARD N. BUTTON

ARTICLES OF INCORPORATION  
OF  
ERNIE'S AUTO SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 29, 1984 AT 10:18 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2655, FOLIO 003728, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1733971

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. [Signature]*



A 160188

THE MARYLAND AND VIRGINIA ELDERSHIP  
OF THE CHURCHES OF GOD

RECORD 5.00  
SUB 125.50  
04 3192 10-1984 11:52

ARTICLES OF REVIVAL

- FIRST: The name of the corporation at the time the charter was forfeited was The Maryland Virginia Eldership of the Churches of God. *and*
- SECOND: The name which the corporation will use after revival is The Maryland and Virginia Eldership of the Churches of God.
- THIRD: The name and address of the resident agent are Reverend Sterling Kenney, Route 3, Box 144, Clear Spring, Maryland 21722.
- FOURTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.
- FIFTH: At or prior to the filing of these Articles of Revival, the corporation has:
- (a) Paid all fees required by law;
  - (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
  - (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have been due if the charter had not been forfeited whether or not barred of limitations.
- SIXTH: The address of the principal office in this state is Route 3, Box 144, Clear Spring, Maryland 21722.

The undersigned who were respectively the last acting President and Secretary of the corporation severally acknowledge the Article to be their act.

*Dwaine L. Beck*  
Last Acting President

*Sterling C. Kenney*  
Last Acting Secretary

41588125

ARTICLES OF REVIVAL  
OF  
THE MARYLAND AND VIRGINIA ELDERSHIP OF THE CHURCHES OF GOD

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 6, 1984 at 10:48 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2653, folio 000952, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 10.00  
5.00

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Signature]*



A 165403

RECORD .50  
B SUB 151.00  
04 3195 10-19A11:54

SECRETARY'S CERTIFICATE

CANNON SHOE COMPANY

A Maryland Corporation

RECORD 1.50  
B SUB 152.50  
04 3196 10-19A11:55

I, Glenn T. Eisenhower, Secretary of the above-named corporation, do hereby certify that the attached copy of the minutes of Cannon Shoe Company is a true and complete copy of said minutes and that the same were duly adopted at a telephonic meeting of the Board of Directors on the 26th day of June, 1984.

Said minutes are in full force and effect as of the date of this certificate and have not been amended, annulled or revoked. Further, said minutes in no way conflict with any provisions of the corporation's Charter.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the above-referenced corporation this 26th day of June, 1984.

Glenn T. Eisenhower (SEAL)

Glenn T. Eisenhower, Secretary  
Cannon Shoe Company



CannonResAgen  
Disk 17

MINUTES OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
CANNON SHOE COMPANY

A special meeting of the Board of Directors of CANNON SHOE COMPANY was held, pursuant to notice, on June, 26<sup>th</sup>, 1984 at 10:00 A.M. by means of a conference telephone call, whereby all persons participating could hear each other at the same time, there being no Charter or By-Law provisions restricting same. The meeting was held pursuant to the authority contained in Section 2-409(d) of the Corporations and Associations Article of the Annotated Code of Maryland, and other applicable provisions of Maryland law. All Directors participated in the meeting.

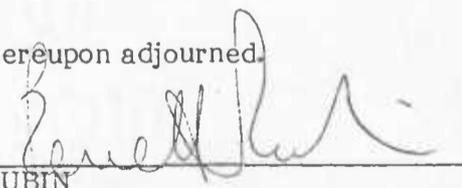
Mr. B. S. Rubin served as Chairman and Secretary of the meeting.

Mr. Rubin stated that the purpose of this meeting was to change the Corporation's resident agent from John H. Hessey, IV to Peter F. Bryan. Upon motion duly made, seconded, and unanimously carried, it was

RESOLVED, that the resident agent of this Corporation be, and the same is hereby, changed from John H. Hessey, IV, 1311 Fidelity Building, Baltimore, Maryland 21201 to PETER F. BRYAN, 148 West Franklin Street, Post Office Box 29, Hagerstown, Maryland 21740, said resident agent being a citizen of the State of Maryland and actually residing therein; and be it

FURTHER RESOLVED, that the Secretary of this Corporation be, and he is hereby, directed to file for record with the State Department of Assessments and Taxation a certified copy of the within resolution changing the Corporation's resident agent.

There being no further business, the meeting thereupon adjourned.

  
\_\_\_\_\_  
B. S. RUBIN  
SECRETARY OF THE MEETING

41848442

942

NOTICE OF CHANGE OF RESIDENT AGENT  
AND AGENT'S ADDRESS

OF

CANNON SHOE COMPANY

received for record June 29, 1984  
and recorded on Film No. 2658

, at 8:30 A. M.

Frame 00902 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N<sup>o</sup> 20292

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$6.00	1.50
Total	\$11.00	

Return to: Hessey & Hessey  
1311 Fidelity Building  
Baltimore, Md. 21201

re

RECORD .50  
RECORD .75  
A SUB 159.50  
05 6024 11-27 P3:13

Received for Record November 27th, 1984 At 3:13 P.M.

**Incorporation Record No. 33**

I, Marilynne Perla, Registrar of the Vestry of St. John's Episcopal Church, Hagerstown, Maryland, hereby certify that the following resolution was adopted by the Vestry at its meeting on July 14, 1984:

RESOLVED: That the resident agent of the Vestry of St. John's Episcopal Church, Hagerstown, Maryland in the State of Maryland, is William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, and who is a resident of the State of Maryland.

RESOLVED: That the proper officers of the Vestry of St. John's Episcopal Church be and they are hereby authorized and directed for and on behalf of the Vestry to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

Marilynne Perla  
Marilynne Perla

42018119

NOTICE OF DESIGNATION OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

THE VESTRY OF ST. JOHN'S EPISCOPAL CHURCH, HAGERSTOWN, MARYLAND

received for record July 19, 1984

, at 8:30 A.M.

and recorded on Film No. 2658

Frame 001151 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N<sup>o</sup> 20409

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	<u>\$8.00</u>	

Return to: Strite and Schildt  
138 West Washington Street  
Hagerstown, Maryland 21740

rc

ARTICLES OF INCORPORATION  
OF  
DIANE TRUCKING, INC.

1984 AUG -2 A 9:41

A 10  
RECORD 5.00  
A SUB 5.00  
C4 5992 11-27 92:86

THIS IS TO CERTIFY:

FIRST: That I, DIANE M. RULE, whose post office address is Rt. 1 Box 77, Boonsboro, Maryland 21713, of the age of majority, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation, which is hereinafter called the "Corporation" is DIANE TRUCKING, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(A) Primarily, to conduct contract business of hauling objects by motor vehicles. To haul commercial goods, farm goods, hazardous waste materials, and any and all exempt commodity.

(B) To carry on any and all other business of businesses permitted by the laws of the State of Maryland to be carried on by a domestic corporation; and in pursuance of any and all businesses, whether or not specifically described in these Articles, to exercise and enjoy any and all powers, privileges, purposes and objects granted business corporations under the laws of the State of Maryland.

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended by the

42158104

mention of any particular purpose, object, or business, or in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporation which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1 Box 77, Boonsboro, Maryland 21713. ✓  
The name and post office address of the Resident Agent of the Corporation is Diane M. Rule, Rt. 1 Box 77, Boonsboro, Maryland 21713. Said Resident ✓  
Agent is an individual residing in the State of Maryland.

FIFTH: The total amount of the authorized capital of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Million (10,000,000) shares of par value of One Cent (\$.01) per share.

SIXTH: The Corporation shall be managed by a Board of Directors of five (5) directors, and Diane M. Rule, Barbara Ann Kerns, Frances E. Ecton, George F. Horn, Sandy L. Horn shall act as directors until the first annual meeting, or until their successors are duly chosen and qualify. The number of directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the lesser of (a) three (3) or (b) the number of shareholders.

SEVENTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated

Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

EIGHT: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 1st day of July, 1984.

WITNESS:

Diane M. Rule (SEAL)

Sandra S. Hain

948

ARTICLES OF INCORPORATION  
OF  
DIANE TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 02, 1984 AT 09:40 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

*H*

RECORDER IN LIBER 2664, FOLIO 002562, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1750439

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Robinson*



A 161542

ARTICLES OF INCORPORATION

OF

1984 AUG-3 AM 10:34

MORIN - ROCCO, INC.

RECORD 5.00  
A SUB 10.00  
04 5993 11-27 P2:56

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Norman E. Morin, Jr., whose post office address is 223 East Irvin Avenue, Hagerstown, Maryland 21740; Denis L. Rocco, whose post office address is 431 Dual Highway, Hagerstown, Maryland 21740; and Marta I. Morin, whose post office address is 223 East Irvin Avenue, Hagerstown, Maryland 21740; each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Morin - Rocco, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

The purpose is for architectural services and construction management of building structures.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law, and is not intended, by the

42168073

mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 24 Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Norman E. Morin, Jr., 24 Jonathan Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Norman E. Morin, Jr., Denis L. Rocco, and Marta I. Morin.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30<sup>th</sup> day of July, 1984.

WITNESS:

Donna M. Myers

Norman E. Morin, Jr.  
Norman E. Morin, Jr.

ER AND ELGIN. P.A.  
TORNEYS AT LAW  
RSTOWN MARYLAND

Norma M. Myers

Denis L. Rocco  
Denis L. Rocco

Norma M. Myers

Marta I. Morin  
Marta I. Morin

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 30th day of July, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Norman E. Morin, Jr., Denis L. Rocco and Marta I. Morin, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts.

WITNESS my hand and Notarial Seal.

Linda M. Kohrer  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
MORIN - ROCCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 03, 1984 AT 10:34 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2664, FOLIO 002523, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1750368

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Gal B. Robinson



ARTICLES OF INCORPORATIONOFEBERSOLE'S PLUMBING & HEATING, INC.

1984 JUL 30 11:00  
 RECORDED  
 A SUP 15.00  
 04 50 11-27 P2:57

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Gerald Lester Ebersole, whose post office address is Route 1, Box 160, Clear Spring, Maryland 21722; Mary Lorraine Ebersole, whose post office address is Route 1, Box 160, Clear Spring, Maryland 21722; and Roy Lester Ebersole, whose post office address is Route 1, Box 155, Clear Spring, Maryland 21722; each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Ebersole's Plumbing & Heating, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

The purpose is for the service, installation and repair of plumbing and heating systems.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to

42123193

limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

✓  
FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 160, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is Gerald Lester Ebersole, Route 1, Box 160, Clear Spring, Maryland 21722. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Gerald Lester Ebersole, Mary Lorraine Ebersole and Roy Lester Ebersole.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 25<sup>th</sup> day of July, 1984.



Allen E. Yeakle

Gerald Lester Ebersole  
Gerald Lester Ebersole

R AND ELGIN, PA  
ORNEYS AT LAW  
STOWN MARYLAND

Helen E. Yeable

Mary Lorraine Ebersole  
Mary Lorraine Ebersole

Helen E. Yeable

Roy Lester Ebersole  
Roy Lester Ebersole

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25<sup>th</sup> day of July, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Gerald Lester Ebersole, and severally acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Notarial Seal.



Helen E. Yeable  
Notary Public

My Commission Expires:  
July 1, 1986

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25<sup>th</sup> day of July, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Mary Lorraine Ebersole, and severally acknowledged the execution of the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Notarial Seal.



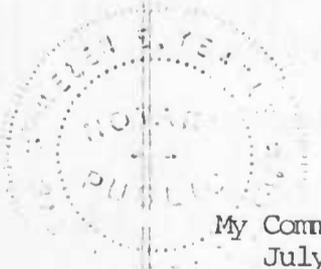
Helen E. Yeable  
Notary Public

My Commission Expires:  
July 1, 1986

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25<sup>th</sup> day of July, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Roy Lester Ebersole, and severally acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Notarial Seal.



Helen E. Yeable  
Notary Public

My Commission Expires:  
July 1, 1986

SNYDER AND ELGIN, P.A.  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

ARTICLES OF INCORPORATION  
OF  
EBERSOLE'S PLUMBING & HEATING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 30, 1984 AT 11:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2663, FOL 001678, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

01748847

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Signature]*



A 161367

*Res*

Received for Record November 27th, 1984 At 2:57 P.M.  
ARTICLES OF INCORPORATION LIBER 33

R E & E CABLE, INC.

RECORD 5.00  
A SUB 20.00  
04 5995 11-27 P2:57

The undersigned Robert Eugene Eccard, whose post office address is P.O. Box 243, Funkstown, MD 21734, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

The name of the corporation is R E & E CABLE, INC.

The purpose for which the Corporation is formed is for the installation of cable.

The post office address of the principal office of the Corporation in Maryland is 6 N. West Side Avenue, Funkstown, *md.* Washington, *co.* 21734. The name and post office address of the resident agent of the Corporation in Maryland are Robert Eugene Eccard, 6 N. West Side Avenue, Funkstown, Washington, *co.* 21734. *md.*

THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

The number of directors of the Corporation shall be one which number may be increased or decreased pursuant to the by-laws of the Corporation, and the name of the director who shall act until the first meeting or until their successors are duly chosen and qualified is Robert Eugene Eccard.

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and members: NONE.

The duration of the Corporation shall be perpetual.

JUL 24 1984

42068053

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on July 19, 1984 and severally acknowledge the same to be my act.

*Robert Eugene Eccard*

Robert Eugene Eccard

*Handwritten notes and a circular stamp.*

*Handwritten notes.*

ARTICLES OF INCORPORATION  
OF  
R E & E CABLE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 24, 1984 AT 09:22 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2443, FOLIO 000413, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 5.00 SPECIAL FEE PAID \$ \_\_\_\_\_

D1747559

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 161236

Received for Record November 27th, 1984 At 2:57 P.M.  
ARTICLES OF INCORPORATION LIBER 33

1984 JUL 20 A 10:21

RECORD 5.00  
SUB 25.00  
4 5996 11-27 P2:57

10

ARTICLES OF INCORPORATION  
OF  
JAK-SAN Enterprises, Inc.  
(a close corporation)

We, John and Kim Dean, natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the Annotated Code of Maryland, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I - NAME

The name of this corporation is JAK-SAN Enterprises, Inc.

ARTICLE II

This corporation shall be a close corporation as authorized by Title 4 of the Corporation and Associations Article.

ARTICLE III - DURATION

The duration of this corporation is perpetual.

ARTICLE IV - PURPOSES

The purposes for which this corporation is organized are:

- a. To operate and manage a restaurant.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares or stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof, to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its

42028314

unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Maryland, and it is the intention that the purposes and powers specified in each of the paragraphs of this Article IV shall be regarded as independent purposes and powers. The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland.

#### ARTICLE V - STOCK

The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock with par value of One Dollar (\$1.00) per share.

#### ARTICLE VI - INITIAL OFFICE AND AGENT

The post office address of the principal office of the



ARTICLES OF INCORPORATION  
OF  
JAK-SAN ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 26, 1984 AT 10:51 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

f

RECORDER IN LIBER 2463, FOLIO 000255, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 5.00 SPECIAL FEE PAID \$ \_\_\_\_\_

D1747294

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

[Signature]



Received for Record November 27th, 1984 At 2:58 P.M.  
ARTICLES OF INCORPORATION LIBER 33

19

CHRISTIAN MINISTERIAL ASSOCIATION, INC.

1984  
NOV 28 11:11 AM '84  
\$5.00  
30.00  
04-5997 11-27 12:58

ARTICLES OF INCORPORATION

FIRST: I, Milton J. Russ, Sr., whose post office address is 327 Jefferson Street, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is CHRISTIAN MINISTERIAL ASSOCIATION, INC.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law: to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income of its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational and charitable

YLOR, POOLE  
& WANTZ  
ORNEYS AT LAW  
STOWN, MARYLAND

~~42048283~~ 42053034  
42053035

42053036

purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) To recognize and ordain religious ministers and to recognize and certify Christian workers and evangelists.

(c) To further all religious and charitable work.

FOURTH: The post office address of the principal office of the Corporation in this State is 327 Jefferson Street, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Milton J. Russ, Sr., 327 Jefferson Street, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is an individual actually residing in this State. ✓

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Trustees of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Trustees, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: James E. Jones, James F. Mueller and Milton J. Russ, Sr.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the

business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27 day of June, 1984, and I acknowledged same to be my act.

Milton J. Russ, Sr.  
Milton J. Russ, Sr.

OR, POOLE  
& WANTZ  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

ARTICLES OF INCORPORATION  
OF  
CHRISTIAN MINISTERIAL ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 23, 1984 AT 11:10 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2661, FOLIO 000873 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1746395

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

D. W. Hill



A 161119

RKB INDUSTRIES INCORPORATED  
ARTICLES OF INCORPORATION

RECORD 5.00  
A SUB 35.00  
0+ 5998 11-27 P2:58

FIRST: The undersigned, Cheryl Katharyn Todd, whose post office address is 1639 Colonial Way, Frederick, Maryland 21701, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is RKB Industries Incorporated.

THIRD: The purposes for which the Corporation is formed are as follows:

- A. To fabricate and construct sheet metal products,
- B. To fabricate and construct wooden products,
- C. To install the Corporation's products,
- D. To own and/or renovate real estate,
- E. To purchase, trade, lease, or sell machinery related to its business,
- F. To operate retail outlets for its products and other items.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 137 East Franklin Street, Hagerstown, City, Washington County, 21740. The name and address of the resident agent of the Corporation in Maryland is Cheryl Katharyn Todd, 1639 Colonial Way Frederick City, Frederick County, 21701.

FIFTH: The Corporation shall not be authorized to issue capital stock.

SIXTH: The number of directors of the Corporation shall be ( three ) which number may be increased or decreased pursuant to the by-laws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

Cheryl K. Todd, Earl E. Eichelberger, Therese A. Conlan

42078106

Page 2

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and members:

- A. By-laws will be adopted at the first directors' meeting.
- B. Voting on resolutions will be weighed by percentage of ownership.

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on July 24, 1984, and severally acknowledge the same to be my act.

Cheryl Kathryn Todd

Cheryl Kathryn Todd

ARTICLES OF INCORPORATION  
OF  
RKB INDUSTRIES INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 25, 1984 AT 11:23 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2660, FOLI 002405, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 <sup>5.00</sup> SPECIAL FEE PAID \$ \_\_\_\_\_

D1744127

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D.W. Hill*



A 160926

Received for Record November 27th, 1984 At 2:59 P.M.  
ARTICLES OF INCORPORATION LIBER 33

MALCOLM HILL ASSOCIATES, INC.

ARTICLES OF INCORPORATION

RECORD 5.00  
A SUB 40.00  
04 5999 11-27 P2:59

FIRST: I, MICHAEL JOHN SCARFE, whose post office address is 18 S. Mulberry Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Malcolm Hill Associates, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To carry on a general electronic and sound equipment establishment for the wholesale and retail sale, servicing, leasing, rental and supplying of all types and kinds of electronic and sound equipment and similar appliances; and to service and supply such products with parts and accessories; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office adress of the principal office of the Corporation in this State is 20 N. Mulberry Street, Hagertown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Ralph

✓  
21740

41998411

H. France, II, Esquire, 81 West Washington Street,  
Hagerstown, Maryland 21740. Said Resident Agent is an  
individual actually residing in this State.

FIFTH: The total number of shares of capital stock  
which the Cororation has authority to issue is five thousand  
(5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall  
be one (1), which number may be increased or decreased  
pursuant to the By-Laws of the Corporation, but shall never  
be less than three, provided that:

(1) If there is no stock outstanding, the number  
of directors may be less than three but not less than one;  
and

(2) If there is stock outstanding and so long as  
there are less than three stockholders, the number of  
directors may be less than three but not less than the number  
of stockholders.

The names of the directors who shall act until the first  
annual meeting or until their successors are duly chosen and  
qualified are: Michael John Scarfe.

SEVENTH: The following provisions are hereby adopted  
for the purpose of defining, limiting and regulating the  
powers of the Corporation and of the directors and  
stockholders:

(1) The Board of Directors of the Corporation is  
hereby empowered to authorize the issuance from time to time

of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stocks of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible

into such shares, or any warrants or other instruments evidencing right or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13<sup>th</sup> day of July, 1984, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
Michael John Scarfe

ARTICLES OF INCORPORATION  
OF  
MALCOLM HILL ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 24, 1984 AT 09:01 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2660, FOLIO 000651, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 5.00 SPECIAL FEE PAID \$

D1743772

WASHINGTON  
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 160886

ARTICLES OF INCORPORATION

OF

CRONISE CORPORATION

1984 JUL - 9

RECORD 5.00  
A 45.00  
04 8800 11-27 P2:59

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Donald E. Cronise, whose post office address is 11 McKeldin Drive, Boonsboro, Maryland 21713; Karen E. Cronise, Route 3, Box 422A, Boonsboro, Maryland 21713; and Douglas C. Cronise, Route 3, Box 422A, Boonsboro, Maryland 21713; each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Cronise Corporation.

THIRD: The purposes for which the Corporation is formed are as follows:

The purpose is for the restoration and renovation of homes and commercial buildings.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law, and is

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not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 3, Box 422A, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Douglas C. Cronise, Route 3, Box 422A, Boonsboro, Maryland 21713. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Donald E. Cronise, Karen E. Cronise and Douglas C. Cronise.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30<sup>th</sup> day of June, 1984.

WITNESS:

Ray J. Manscher

Donald E. Cronise  
Donald E. Cronise

Gary J. Neumann

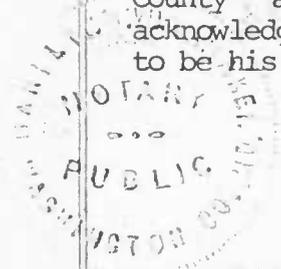
Karen E. Cronise  
Karen E. Cronise

Gary J. Neumann

Douglas C. Cronise  
Douglas C. Cronise

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of June, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Donald E. Cronise and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.



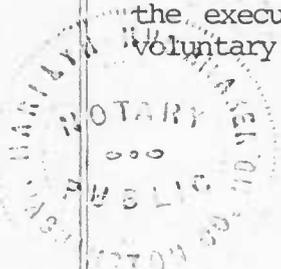
WITNESS my hand and Official Notarial Seal.

Marilyn Neumann  
Notary Public

My Commission Expires:  
July 1, 1986

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of June, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Karen E. Cronise, and acknowledged the execution of the foregoing Articles of Incorporation to be her voluntary act and deed.



WITNESS my hand and Official Notarial Seal.

Marilyn Neumann  
Notary Public

My Commission Expires:  
July 1, 1986

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of June, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Douglas C. Cronise, and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.



WITNESS my hand and Official Notarial Seal.

Marilyn Neumann  
Notary Public

My Commission Expires:  
July 1, 1986

SNYDER AND ELGIN, P.A.  
ATTORNEYS AT LAW  
HAGERSTOWN MARYLAND

ARTICLES OF INCORPORATION  
OF  
CRONISE CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 09, 1984 AT 11:12 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2660, FOLIO 000023, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 5.00 SPECIAL FEE PAID \$

D1742642

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

D. W. Hill



A 160850

FREDERICK VAN POOL, INC.

ARTICLES OF INCORPORATION

FIRST: I, Walter S. Krasowski, Jr., whose post office address is 105 Greenwood Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby, form a corporation under and by virtue of the General Laws of the State of Maryland.

RECORD 5.00  
SUB 50.00  
04 6001 11-27 P2:59

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is FREDERICK VAN POOL, INC.

THIRD: The purpose for which the Corporation is formed are:

(1) To engage in the operation of a van pool for the benefit of its stockholders.

(2) To purchase, lease and otherwise acquire, hold, own, pledge, encumber and dispose of all kinds of property to effectuate the operation of a van pool.

(3) To engage in any other lawful purpose and to do anything permitted by Section 2-103 of the Corporations and Associations Articles of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 105 Greenwood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Walter S. Krasowski, Jr., 105 Greenwood Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten (10) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be eight (8), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall and never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the numbers of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: W. S. Krasowski, Jr., R. Persinger, G. Wright, Jr., J. S. George, R. P. Terrell, F. G. Legrys, E. V. Zang and C. Hoff.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHT: Except as may otherwise be provided by the Board

of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a

duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5<sup>TH</sup> day of JULY, 1984, and I acknowledge the same to be my act.

WITNESS:

*Kenneth J. [Signature]*      Walter S. Krasowski Jr.

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that on this 5<sup>TH</sup> day of JULY, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared WALTER S. KRASOWSKI, Jr., and made oath in due form of law that the matters and facts contained in the foregoing Articles of Incorporation are true and correct to the best of his knowledge, information and belief.

AS WITNESS MY HAND AND NOTARIAL SEAL.

*Kenneth J. [Signature]*  
Notary Public



My Commission Expires: 1 July 1986

ARTICLES OF INCORPORATION  
OF  
FREDERICK VAN POOL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 13, 1984 AT 09:01 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2659, FOLIO 002607, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1741024

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Signature]*



A 160689

Received for REcord November 27th, 1984 At 3:00 P.  
ARTICLES OF INCORPORATION LIBER 33

Llemar Associates, Inc.  
ARTICLES OF INCORPORATION

1984 JUL 12 10:27  
RECORD  
SUB  
04 AUG 11-27 P3:00  
55.00  
5.00

FIRST: I, KEITH ALLEN CARBAUGH, whose post office address is 148 West Franklin Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Llemar Associates, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the general business of rug and carpet service and maintenance of all types and description, including shampooing, cleaning, repairing, weaving, re-laying, dyeing, and demoting, and to carry on and conduct any business incidental thereto.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 148 West Franklin Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

21740 ✓  
✓

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

41948204

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Keith Allen Carbaugh.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stocks of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the

dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing right or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of July, 1984, and I acknowledge the same to be my act.

  
Keith Allen Carbaugh

ARTICLES OF INCORPORATION  
OF  
LLEMAR ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 12, 1984 AT 10:25 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2659, FOLIO 002187, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1740356

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

[Signature]



A 160622

Received for Record November 27th, 1984 At 3:00 P.M.  
ARTICLES OF INCORPORATION LIBER 33

HOFFMAN CLOTHIERS, INC.

ARTICLES OF INCORPORATION

RECORD 5.00  
A 500 60.00  
04 8005 11-27 83:00

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740 being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Hoffman Clothiers, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To manufacture, purchase, sell at both wholesale and retail, and otherwise deal in men's wearing apparel of every nature, kind and description.
2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.
5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

1984 JUL - 5  
A 10:00

FOURTH: The post office address of the principal office of the Corporation in Maryland is 15 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is James Baker, 15 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, Par value, Ten (\$10.00) Dollars per share.

SIXTH: The number of Directors of the Corporation shall be four which number may be increased or decreased pursuant to

41878123

the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Earl J. Smith  
James Baker  
Susan Baker  
R. Paul Hoffman

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

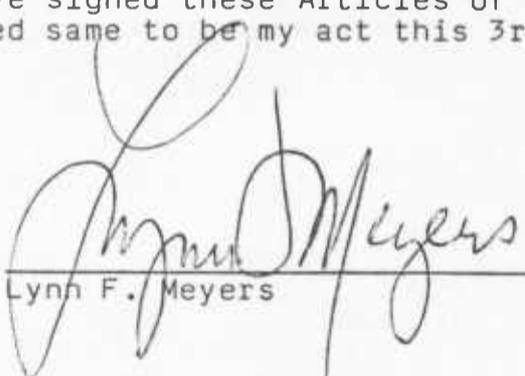
(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 3rd day of July, 1984.

WITNESS:

  
\_\_\_\_\_  
Lynn F. Meyers

ARTICLES OF INCORPORATION  
OF  
HOFFMAN CLOTHIERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 04, 1984 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2657, FOLIO 1931, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 5.00

D1736024

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



ARTICLES OF INCORPORATION

KELASTICS, INCORPORATED

FIRST: I, Richard R. Gruber, whose post office address is 110 Archer Lane, Williamsport, Maryland, 21795, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

RECORD  
A FEE 5.00  
65-00  
11-27 P3:01

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is KELASTICS, INCORPORATED.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the manufacture of elastic products and other light manufacturing; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 110 Archer Lane, Williamsport, Maryland, 21795. The name and post office address of the Resident Agent of the Corporation in this State is Richard R. Gruber, 110 Archer Lane, Williamsport, Maryland, 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except that

(1) If there is not stock outstanding the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successors are duly elected and qualify is: Richard R. Gruber.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

41848597

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim,

issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2<sup>nd</sup> day of July, 1984, and I acknowledge the same to be my act.

WITNESS:

*Lynn C. Gruber*

*Richard R. Gruber*  
Richard R. Gruber

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 2<sup>nd</sup> day of July, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard R. Gruber and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

*Lynn C. Gruber*  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
KELASTICS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 02, 1984 AT 02:16 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2657, FOL. 010266, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 40 RECORDING FEE PAID \$ 20 5.00 SPECIAL FEE PAID \$

D1734649

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Signature]*



A 160255

ARTICLES OF AMENDMENT

OF

RGGS ASSOCIATES, INC.

9 508 70 200  
04 6005 11-27 1984

RGGS Associates, a Maryland Corporation having its principal office in Boonesboro, Maryland (herein after referred to as the "Corporation") hereby certifies the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by striking out paragraph SIX of the Articles of Incorporation dated April 18, 1980 and inserting in lieu thereof the following:

"SIXTH: The total number of authorized shares of stock of the Corporation is five thousand (5,000) shares of common stock with ten dollars (\$10.00) par value all one class. Common stock shall be assessable for any purpose.

The holders of the common stock shall be entitled to one vote for every share recorded on the stock records in the holders name and receive all dividends, whether stock or cash declared and distributed out the profits earned by the Corporation. Common stock shall carry no pre-emptive rights."

SECOND: The Board of Directors and Stockholders of the Corporation, by unanimous vote, had a meeting duly convened on May 17, 1983, duly authorized the Amendments of Articles of Incorporation as herein above set forth by passing a resolution declaring said amendments were advisable in instructing the President to proceed with said amendments to the Articles of Incorporation.

1984 APR 30 A 10:30

41218099



the matters and facts set forth in said Articles of Amendment are true to the best his knowledge, information, and belief.

Witness my hand and notary seal the day and year last above written.

My commission expires 7/1/86

*Margaret J. Fisher*  
NOTARY PUBLIC

NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1986



ARTICLES OF AMENDMENT  
OF  
RGGG ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 25, 1984 at 9:59 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2658, folio 001883, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gal B. Robinson



A 165615

FRANCE and METZNER, P.A.

ARTICLES OF AMENDMENT

RECORD 5.00  
A 75.00  
04 6003 11-27 13:04

France and Metzner, P.A., a Maryland Corporation, having its principal office at 81 West Washington Street, Hagerstown, Washington County, Maryland, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland, the ("Department") that:

FIRST: The Corporation desires to amend its Charter as currently in effect as hereinafter provided. ~~The provisions set forth in these Articles of Amendment are all the provisions of the Charter of the Corporation as currently in effect.~~

SECOND: The Charter of the Corporation is hereby amended to reflect that the name of the Corporation is changed from France and Metzner, P.A. to France and Robinson, P.A.

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Articles of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Articles of Amendment, and by written informal action unanimously taken by the Stockholders of the Corporation in accordance with Section 2-405 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved said Articles of Amendment.

IN WITNESS WHEREOF, France and Metzner, P.A., has caused these presents to be signed in its name and on its behalf and attested by its Secretary on this 22nd day of May, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of France and Metzner, P.A., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are

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true in all material respects to the best of his knowledge,  
information and belief.

ATTEST:

Jessell Robinson  
Secretary

FRANCE and METZNER, P.A.

BY: Ralph H. France, II  
Ralph H. France, II  
President

ARTICLES OF AMENDMENT  
OF  
FRANCE AND METZNER, P.A.  
Changing its name to  
FRANCE AND ROBINSON, P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 25, 1984 at 1:20 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2658, folio 002159, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Robinson



A 165662

Received for Record November 27th, 1984 At 3:05 P.M.  
ARTICLES OF INCORPORATION LIBER 33

THE SPORTS INJURY CLINIC, INC.  
ARTICLES OF AMENDMENT  
CHANGING NAME TO  
THE SPORTS INJURIES CLINIC, INC.

The Sports Injury Clinic, Inc., a body corporate of the State of Maryland, having its principal office in Hagerstown, Washington County, Maryland, hereinafter called the "Corporation", hereby certifies to the Department of Assessments and Taxation, that:

RECORD 30.00  
NOV 27 1984 3:05 P.M.

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking paragraph SECOND of said Articles of Incorporation and inserting in lieu thereof the following:

"SECOND: The name of the Corporation is: The Sports Injuries Clinic, Inc."

SECOND: The Board of Directors of the Corporation, by a written consent to action signed by all the members thereof and filed with the minutes of the proceedings of the Board, adopted a resolution effective as of June 13, 1984, declaring that this amendment to the Articles of Incorporation of the Corporation was advisable, and that the proposed amendment to the Articles of Incorporation be submitted for action thereon by the stockholders of the Corporation.

THIRD: The Articles of Amendment as proposed by the Board of Directors of the Corporation by the method described in Article SECOND above was approved by Unanimous Written Consent of the stockholders of the Corporation effective June 13, 1984, there being no non-voting stockholders of the Corporation entitled to receive notice of the Corporate action being taken.

FOURTH: By these Articles of Amendment, paragraph SECOND of the original Articles of Incorporation filed by the Corporation is amended as set forth in paragraph FIRST hereof, and additionally, every and all reference set forth in the original Articles of Incorporation referring to this Corporation by the name of The Sports Injury Clinic, Inc. is hereby amended so as to read The Sports Injuries Clinic, Inc.

FIFTH: These Articles of Amendment hereinabove set forth have been duly advised by the Board of Directors and duly approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, The Sports Injuries Clinic, Inc., formerly known as The Sports Injury Clinic, Inc., has caused these Articles of Amendment to be executed in its name and on its behalf by its duly elected Vice-President, attested to by its Assistant Secretary, on this 13th day of June, 1984.

ATTEST:

THE SPORTS INJURIES CLINIC, INC.,  
formerly known as THE SPORTS INJURY  
CLINIC INC.

*Joseph S. Welty*  
\_\_\_\_\_  
Joseph S. Welty  
Assistant Secretary

BY: *Robert J. Cirincione*  
\_\_\_\_\_  
Robert J. Cirincione  
Vice-President

41678051

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 14<sup>th</sup> day of June, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert J. Cirincione, Vice-President of The Sports Injuries Clinic, Inc., formerly known as The Sports Injury Clinic, Inc., a Maryland Corporation, and in the name and on behalf of the Corporation acknowledged the aforesaid Articles of Amendment to be the true corporate act and deed of said Corporation, and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the advisement by the Board of Directors and approval by the stockholders of the Corporation are true.

WITNESS my hand and Notarial Seal affixed the day and year last above written.

Alma S. Heaven  
NOTARY PUBLIC



My Commission Expires:  
July 1, 1986

WESTMONT  
WESTMONT CO.  
WESTMONT CO.

1006

ARTICLES OF AMENDMENT

OF

THE SPORTS INJURY CLINIC, INC.

Changing its name to

THE SPORTS INJURIES CLINIC, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 15, 1984 at 8:46 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2658, folio 002106, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*G. B. Johnson*



A 165683

ARTICLES OF REVIVAL

Received for Record November 27th, 1984 At 3:05 P.M.

ARTICLES OF INCORPORATION LIBER 33

First: The name of the corporation at the time the charter was forfeited was May's Optical, Inc.

Second: The name which the corporation will use after revival is May's Optical, Inc.

RECORD 5.00  
A SUB 85.00  
6010 11-27 P3:05

Third: The name and address of the resident agent are Mrs. Vineta M. Dye, 27<sup>th</sup> Washing-  
n St., Hagerstown, Maryland 21740.

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

Fifth: At or prior to the filing of these Articles of Revival, the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

The undersigned who was the last acting president of the corporation acknowledges the Articles to be her act.

*Vineta M. Dye*  
\_\_\_\_\_  
VINETA M. DYE, PRESIDENT

Everett D. Dye who was vice-president and treasurer died October 24, 1979.

The last acting vice-president, secretary and treasurer of the corporation are unable or unwilling to sign the articles. There are less than three of the last acting directors able and willing to sign the articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the articles to be their act.

41778380

*Vineta M. Dye*  
\_\_\_\_\_  
VINETA M. DYE, DIRECTOR

*Karen S. Crawford*  
\_\_\_\_\_  
KAREN S. CRAWFORD, DIRECTOR

*Hilda L. Stoner*  
\_\_\_\_\_  
HILDA L. STONER, DIRECTOR

ARTICLES OF REVIVAL  
OF  
MAY'S OPTICAL, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 29, 1984 at 9:59 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2658, folio 002181, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ 30.00

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gal B. Robinson



A 165728

Received for Record November 27th, 1984 At 3:06 P.M.  
ARTICLES OF INCORPORATION LIBER 33

RECORD 5.00  
A SUB 90.00  
04 6011 11-27 PE:06

SOUTH MOUNTAIN ROD AND GUN CLUB, INC.

South Mountain Rod and Gun Club, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was South Mountain Rod and Gun Club, Inc.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be South Mountain Rod and Gun Club, Inc., which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is Route 1, Box 144, Smithsburg, Maryland 21783, and said principal office is located in Washington County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland are Franklin L. Lantz, 5649 Raven Rock Road, Sabillasville, Maryland 21780. Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which could have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

Roger Schlossberg  
Attorney at Law  
134 West Washington Street  
Hagerstown, Maryland 21740

739 8610

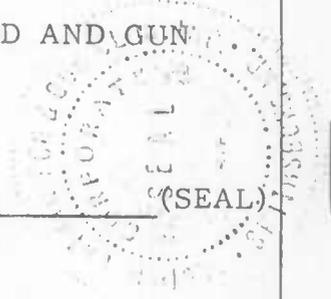
IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 28th day of June, 1984.

ATTEST:

SOUTH MOUNTAIN ROD AND GUN CLUB, INC.

Charles E. Lewis  
Charles E. Lewis  
Last Acting Secretary

Franklin L. Lantz  
Franklin L. Lantz  
Last Acting President



THE UNDERSIGNED, the last acting President and Secretary of South Mountain Rod and Gun Club, Inc., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

Dated: June 28, 1984

Franklin L. Lantz  
Franklin L. Lantz  
Last Acting President

Charles E. Lewis  
Charles E. Lewis  
Last Acting Secretary

ARTICLES OF REVIVAL  
OF  
SOUTH MOUNTAIN ROD AND GUN CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 2, 1984 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2658, folio 002512, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ 10:00

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Robinson



A 165739

Received for Record November 27th, 1984 At 3:06 P.M.  
ARTICLES OF INCORPORATION LIBER 33

THE WOODMONT ROD AND GUN CLUB OF BALTIMORE CITY, INC.

RECORD 5.00  
A SUB 95.00  
04 8012 11-27 P3106

ARTICLES OF AMENDMENT AND RESTATEMENT

The Woodmont Rod and Gun Club of Baltimore City, Inc., a Maryland corporation, having its principal office at Route 1, Hancock, Maryland, 21750, hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that,

FIRST: The Corporation desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

SECOND: The Charter of the Corporation is hereby amended by striking in their entirety all of the Articles of the Charter and by substituting in lieu thereof the following:

FIRST: The name of the Corporation is "WOODMONT ROD AND GUN CLUB, INC." ✓

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is formed are as follows: To provide preserves and compounds for the propagation of fish and game; to cooperate with colleges and universities and with bureaus, commissions and departments of the United States and State Governments or their political subdivisions, for the propagation of fish and game; to

1984 JUL -5 A 10:01

41878122

promote and foster education in natural history; to encourage research in natural science; to advance the scientific and natural propagation of fish and game; to supply and exchange species of fish and game with recognized organizations; to increase and improve the fish and game life of the United States; to invest and reinvest the profits and net earnings, if any, of the Corporation for the above purposes; to operate a club for the above purposes;

To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the present principal office of the Corporation in this State is Route 1, Hancock, Maryland, 21750 and the name and the post office address of the present resident agent in this State is William F. Park, 16 East Antietam Street, Hagerstown, Maryland, 21740. Said resident agent is an individual actually residing in this State.

FIFTH: The amount of authorized capital stock of the Corporation shall be six thousand (6,000) shares, all of one class, of the par value of Fifty (\$50.00) Dollars per share

having an aggregate par value of Three Hundred Thouand (\$300,000.00) Dollars.

SIXTH: The Corporation shall have such number of directors, not less than five, as shall from time to time be fixed by the By-Laws. The names of the directors now in office are: Earle T. Andrews, Hale E. Andrews, Fred H. Andrews, Henry A. Roemer, III, and E. J. Benes.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized or any securities exchangeable for or convertible into such share, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: In all cases where any provisions of the Corporations and Associations Article of the Annotated Code of Maryland require a greater proportion than a majority vote of all classes or of any class of stock entitled to be cast, to take or authorize any such action, such action may be taken or authorized upon the concurrence of two-thirds

(2/3) of the aggregate number of votes attending in person or by written proxy and entitled to be cast thereon.

THIRD: That the Board of Directors of the Corporation at a meeting duly convened and held on the 8th day of May, 1984, duly advised the Amendments and Restatements of the Articles of Incorporation of the Corporation hereinabove set forth by passing a resolution declaring that said Amendments and Restatements are advisable and directing that the same be submitted for action thereon at a special meeting of the stockholders.

FOURTH: That the stockholders of the Corporation at a special meeting called by the Board of Directors as aforesaid upon notice duly given in the manner provided by law, held on the 22nd day of May, 1984, duly adopted the Amendments and Restatement of the Articles of Incorporation hereinabove set forth by the affirmative vote of more than two-thirds of all of the votes entitled to be cast thereon.

IN WITNESSES WHEREOF THE WOODMONT ROD AND GUN CLUB OF BALTIMORE CITY, INC., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 22nd day of May, 1984, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of the Woodmont Rod and Gun Club of Baltimore City, and under the penalties of perjury, that the matters and facts set forth herein

with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

THE WOODMONT ROD AND GUN CLUB  
OF BALTIMORE CITY, INC.

BY: Earle T. Andrews  
Earle T. Andrews, President

ATTEST:

Charles V. Bush  
Charles V. Bush, Secretary

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

THE WOODMONT ROD AND GUN CLUB OF BALTIMORE CITY, INC.

Changing its name to

WOODMONT ROD AND GUN CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 5, 1984 at 10:00 o'clock A.M. as in conformity with law and ordered recorded.

003015

Recorded in Liber 2660, folio, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 20.00 5.00 Special Fee paid \$

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



A 165780

Received for Record November 27th, 1984 At 3:07 P.M.  
ARTICLES OF INCORPORATION LIBER 33

ORTHOPAEDIC ASSOCIATES,  
DRS. DOBBIE, ALTIZER, HOBBS,  
PATTERSON & CIRINCIONE, P.A.  
ARTICLES OF AMENDMENT  
CHANGING NAME TO  
ORTHOPAEDIC ASSOCIATES,  
DRS. ALTIZER, HOBBS, PATTERSON  
& WINSLOW, P.A.

1984 AUG -1 A 9:50

RECORD 5.00  
A SUB 100.00  
04 6013 11-27 03:07

Orthopaedic Associates, Drs. Dobbie, Altizer, Hobbs, Patterson & Cirincione, P.A., a body corporate of the State of Maryland, having its principal office in Hagerstown, Washington County, Maryland, hereinafter called the "Corporation", hereby certifies to the Department of Assessments and Taxation, that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking paragraph SECOND of said Articles of Incorporation and inserting in lieu thereof the following:

"SECOND: That the name of the Corporation is:

ORTHOPAEDIC ASSOCIATES,  
DRS. ALTIZER, HOBBS, PATTERSON  
& WINSLOW, P.A."

SECOND: The Board of Directors of the Corporation, by a written consent to action signed by all the members thereof and filed with the minutes of the proceedings of the Board, adopted a resolution effective as of May 17, 1984, declaring that the Corporation's attorney take all necessary steps to amend the name of the Corporation.

THIRD: The Articles of Amendment as proposed by the Board of Directors of the Corporation by the method described in Article SECOND above was approved by Unanimous Written Informal Action of the stockholders of the Corporation effective May 17, 1984, there being no non-voting stockholders of the Corporation entitled to receive notice of the Corporate action being taken.

FOURTH: By these Articles of Amendment, paragraph SECOND of the original Articles of Incorporation filed by the Corporation is amended as set forth in paragraph FIRST hereof, and additionally, every and all reference set forth in the original Articles of Incorporation and any amendments thereto referring to this Corporation by the name of Orthopaedic Associates, Drs. Dobbie, Altizer, Hobbs, Patterson & Cirincione, P.A. is hereby amended so as to read Orthopaedic Associates, Drs. Altizer, Hobbs, Patterson & Winslow, P.A.

FIFTH: These Articles of Amendment hereinabove set forth have been duly advised by the Board of Directors and duly approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Orthopaedic Associates, Drs. Altizer, Hobbs, Patterson & Winslow, P.A., formerly known as Orthopaedic Associates, Drs.

42148081

Dobbie, Altizer, Hobbs, Patterson & Cirincione, P.A., has caused these Articles of Amendment to be executed in its name and on its behalf by its duly elected President, attested to by its Secretary, on this 27<sup>th</sup> day of July, 1984.

ATTEST:

ORTHOPAEDIC ASSOCIATES, DRs. ALTIZER, HOBBS, PATTERSON, & WINSLOW, P.A., formerly known as ORTHOPAEDIC ASSOCIATES, DRs. DOBBIE, ALTIZER, HOBBS, PATTERSON & CIRINCIONE, P.A.

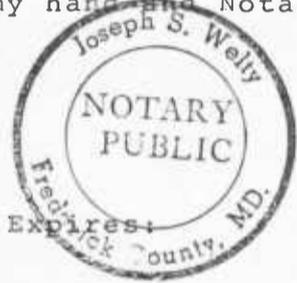
Robert J. Cirincione  
Robert J. Cirincione  
Secretary

BY: Donald A. Patterson  
Donald A. Patterson  
President

STATE OF MARYLAND, COUNTY OF Frederick, TO WIT:

I HEREBY CERTIFY that on this 27<sup>th</sup> day of July, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald A. Patterson, President of Orthopaedic Associates, Drs. Altizer, Hobbs, Patterson & Winslow, P.A., formerly known as Orthopaedic Associates, Drs. Dobbie, Altizer, Hobbs, Patterson & Cirincione, P.A., a Maryland Corporation, and in the name and on behalf of the Corporation acknowledged the aforesaid Articles of Amendment to be the true corporate act and deed of said Corporation, and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the advisement by the Board of Directors and approval by the stockholders of the Corporation are true.

WITNESS my hand and Notarial Seal affixed the day and year last above written.



Joseph S. Welly  
NOTARY PUBLIC

My Commission Expires  
July 1, 1986

ARTICLES OF AMENDMENT

OF

ORTHOPAEDIC ASSOCIATES, DRS. DOBBIE, ALTIZER,  
HOBBS, PATTERSON & CIRINCIONE, P.A.

CHANGING ITS NAME TO:

ORTHOPAEDIC ASSOCIATES, DRS. ALTIZER, HOBBS,  
PATTERSON & WINSLOW, P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 1, 1984 at 9:50 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2665, folio 001071, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the \_\_\_\_\_ Circuit \_\_\_\_\_ Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



A 166100

FLOJON, INC.

ARTICLES OF DISSOLUTION

FloJon, Inc., a Maryland corporation, having its principal office at Route 2, Box 1041A, Boonsboro, Washington County, Maryland 21713 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

RECORD 5.00  
A SUB 105.00  
04 2014 11-27 13:08

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is Route 2, Box 1041 A, Boonsboro, Washington County, Maryland.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is John H. Harbaugh, Route 2, Boonsboro, Maryland 21713.

FOURTH: The name and address of each director of the Corporation are as follows: John H. Harbaugh.  
Route 2, Box 1041A  
Boonsboro, MD 21713

Joyce LeGore  
1565 Harbor Oak Road  
Tucker, Georgia

FIFTH: The name, title and address of each officer of the Corporation are as follows:

President and Treasurer: John H. Harbaugh  
Route 2, Box 1041 A, Boonsboro, Maryland 21713

Vice President and Secretary: Eleanor Zecker,  
310 Magnolia Avenue, Hagerstown, MD 21740.

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

41998151

~~41168461~~

1984 APR 25 A 10:46

IN WITNESS WHEREOF, FloJon, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 31st day of October, 1983, and its President, Secretary on this 31st day of October, 1983, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of FloJon, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

FLOJON, INC.

Eleanor Zecker  
Eleanor Zecker, Secretary

By John H. Harbaugh  
John H. Harbaugh, President

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION

of the FLOJON, INC.were received for record on July 17, 1984

in accordance with the provisions of Sec. 3-407 of the Corporations and Associations Article of the Code.

Gene L. Bunker  
Director



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P.O. BOX 466      PHONE (301)-269-3814  
ANNAPOLIS, MARYLAND 21404

1923

LOUIS GOLDSTEIN  
COMPTROLLER

J BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ, C.P.A.  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

FLO JON INC.

have been paid.

WITNESS my hand and official seal this

30th day of DECEMBER      A.D. 1983.

  
*E. M. F. Thompson*  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

1024

BOONSBORO MAYOR AND COUNCIL  
11 ST. PAUL STREET  
BOONSBORO, MD. 21713  
PHONE: 432-5141

May 21, 1984

John Harbaugh  
Route 2 Box 104-1A  
Boonsboro, MD 21713

RE: Personal Property Taxes 82-83  
Flo-Jon, Inc.

Dear Mr. Harbaugh:

The personal property taxes for the above mentioned corporation for fiscal year 1982-1983 have been paid in full.

Very truly yours,



Barbara A. Rodenhiser  
Tax Collector

OFFICE OF  
**HARRY C. SNOOK**  
**COUNTY TREASURER**  
 COURT HOUSE ANNEX  
 HAGERSTOWN, MARYLAND 21740  
 Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer  
 LEONA H. HOLMES, Deputy Treasurer  
 HELEN B. LEWIS, Deputy Treasurer

*The Court House*

SERVING WASHINGTON COUNTY SINCE 1873

October 20, 1983

This is to certify-That the books and records of the County Treasurer for Washington County show that all taxes levied on assessment made by the Maryland State Department of Assessment and Taxation and billed by and payable to the County Treasurer for Washington County by

FLO JON, INC.  
 c/o JOHN H. HARBAUGH

have been paid to and including the fiscal year July 1, 1982 to June 30, 1983; and as of this date we have received no certification for the year of July 1, 1983 to June 1, 1984.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 20th day of October, A.D., 1983.

Harry C. Snook  
 Treasurer for Washington  
 County, Maryland

ljb

ARTICLES OF DISSOLUTION  
OF  
FLOJON, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 17, 1984 at 2:27 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2662, folio 001014, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ 30.00

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D.W. Hill*



A 165916

Received for Record November 27th, 1984 At 3:10 P.M.  
ARTICLES OF INCORPORATION LIBER 33

Nova Designs Unlimited, Inc.

Certificate of Correction

Nova Designs Unlimited, Inc., a Maryland corporation, having its principal office in Hagerstown, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

RECORD  
105.75  
11-27 83:10

FIRST: This Certificate of Correction corrects the Articles of Incorporation of the Corporation (hereinafter referred to as the "Articles").

SECOND: The name of the sole party to the Articles is Roger Schlossberg for and on behalf of Nova Design Associates, Inc.

THIRD: The Articles were filed for record with the State Department of Assessments and Taxation of Maryland on March 30, 1984.

FOURTH: As previously filed, Article SECOND of the Articles stated: "The name of the Corporation (which is hereinafter referred to as the "Corporation") is Nova Designs Unlimited, Inc."

FIFTH: Article SECOND, of the Articles, is hereby corrected to state: The name of the Corporation (which is hereafter referred to as the "Corporation") is Nova Design Associates, Inc.

SIXTH: This Certificate of Correction does not:

- (1) Alter the wording of any resolution which was adopted by the Board of Directors or the stockholders of any party to the Articles; or
- (2) Make any other change or amendment which would not have complied in all respects with the requirements of the Corporation and Associations Article of the Annotated Code of Maryland at the time the Articles were filed; or
- (3) change the effective date of the Articles; or
- (4) Affect any right or liability accrued prior to the filing hereof, except that any right or liability accrued or incurred by reason of the error or defect being corrected shall be extinguished by the filing of this Certificate of Correction if the person having the right has not detrimentally relied on the Articles before said correction.

IN WITNESS WHEREOF, I, the incorporator of Nova Design Associates, Inc., have signed this Certificate of Correction this 18th day of June, 1984, and I acknowledge the same to be my act.

WITNESS:

*Roger Schlossberg*

*Roger Schlossberg*  
Roger Schlossberg, Incorporator

41778160

1028

CERTIFICATE OF CORRECTION  
 OF  
 ARTICLES OF INCORPORATION  
 OF  
 NOVA DESIGNS UNLIMITED, INC.  
 Changing its name to  
 NOVA DESIGN ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland June 25, 1984 at 10:42 o'clock A. M. as in conformity  
 with law and ordered recorded.

Recorded in Liber 2658, folio 002163, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 3.00 Special Fee paid \$ 5.00  
 .75

To the clerk of the \_\_\_\_\_ circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
 been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul B. Robinson*



**A 165663**



ST. CATHERINE THE GREAT MARTYR  
EASTERN ORTHODOX CHAPEL

51 E. Franklin Street  
Hagerstown, Md. 21740

For information:  
Hagerstown (301) 739-5237  
Martinsburg (304) 263-6650  
Chambersburg (717) 264-8320  
Waynesboro (717) 762-3304

Received for Record November 27th, 1984  
At 3:11 P.M.  
ARTICLES OF INCORPORATION LIBER 33

Father Dennis Buck  
2010 Baltimore Rd.  
Rockville, Md. 20851  
(301) 424-7730

THE ORTHODOX CHURCH OF ST. CATHERINE THE GREAT MARTYR

RECORD 2.50  
A SUB 108-25  
04 8019 11-27 P3:11

ARTICLES OF INCORPORATION

I. The undersigned: Rev. Fr. Dennis Buck, 2010 Baltimore Rd., #F-12, Rockville, Md.; Larry T. Steele, Rt. 4, box 454S, Martinsburg, West Virginia; Phillip M. Dorosh, RD 3, box 365 A, Boonesboro, Md.; and Ann Brody, 2310 Keener Blvd., Hagerstown, Md., elected by the members of the Orthodox Church of St. Catherine the Great Martyr to act as trustees on behalf of said congregation, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under the general laws of Maryland.

II. The name of the corporation is The Orthodox Church of St. Catherine the Great Martyr.

III. The plan of the Church is as follows:

1. "The purpose for which the parish exists is to maintain a local Orthodox Christian community under the authority and protection of the ruling Bishop of the Diocese (of Washington, of the Orthodox Church in America); to worship God in accordance with the Tradition of the Holy Orthodox Church 'in spirit and in truth' (John 4:24); to preserve, protect, defend, and propagate the Holy Orthodox Faith, as the Apostle Jude exhorts us to 'contend earnestly for the faith which was once delivered unto the saints' (v. 3) and as the parish must be zealous in carrying out the Lord's command to make disciples of all peoples (Matt. 28: 19-20); to provide charitable aid to the poor and Christian education for its members--'Give alms of such things as ye have' (Luke 11:41), 'Thou shalt open thy hand wide unto thy brother, to thy poor, and to the needy in thy land' (Deuteronomy 15:11), 'Increase in the knowledge of God' (Colossians 1:10); and to build and maintain churches, chapels, schools, and such other religious, educational, and benevolent institutions as may be expedient."

By-laws, Article II, sec. 1

42098130

2. The trustees are to be elected at the annual general parish meeting.

a. "The parish meeting is to be held annually, on a determined Sunday of the year, approximately the beginning of November, following the celebration of the Divine Liturgy." (By-Laws, IV, 2)

b. "A simple majority vote by those voting members in attendance at (the) Parish Meeting shall be decisive on all matters within the competence of the meeting other than amendments to the by-laws." (By-Laws, IV, 7)

c. "Each year on the Sunday closest to the feast of St. Catherine (Nov. 24) the newly elected Officers and Council Members must be duly installed in the Church following the Divine Liturgy in the presence of the assembly of the faithful by the Rector. They must prepare themselves spiritually for their duties through the Holy Mysteries of Confession and Communion before their installation. The installation cannot be administered until their election has been confirmed by the Bishop. The new Officers and Council shall assume their duties immediately upon being installed. (by-laws, VI, 6).

3. "VOTING MEMBERS of the parish are those persons who:

a. have been baptized and chrismated in the Orthodox Church and consciously uphold and profess the Orthodox Faith;

b. are regular communicants, that is, participants in the Holy Mysteries of Confession and Communion. The term "regular communicants" means those who partake of the Holy Mysteries frequently, ideally weekly, and no one can be a member of the parish if he or she fails to comply with this obligation at least once a year;

c. support the work of the Church through their financial contributions and labor for the Church. All members of the parish are urged to make a yearly commitment for financial support to the parish in the form of a pledge (which is a statement of sincere intent, but which may be changed when the circumstances of the member warrant), the ideal of which is the tithe of income. The Parish Meeting shall establish that level of financial support which shall be prima-facie evidence of support to the parish. The rector and parish council shall review the cases of all otherwise eligible members not meeting the normal minimum level of financial contributions, at a meeting not more than thirteen weeks before any parish meeting and shall include in the list of voting members all those who have contributed equivalently to the work of the Church or are prevented for good reason from contributing the normal minimum. In any case where the parish council recommends that a member not be included in the list of voting members, but the Rector, having reviewed the basis for the recommendation of the council, determines that that person has contributed equivalently or to the extent consistent with his or her circumstances, that person shall be included in the list of voting members.

d. have enrolled as members in accordance with Section 3 of this article ("Any person desiring to become a member of this Parish, and who is baptized and chrismated in the Orthodox Church, must present himself to the Rector, who will inform him of the life and activities of the parish. After receiving the Holy Mysteries of Confession and Communion and declaring his intention to be a member of the parish, he will be received as such, and the Rector and Parish Secretary will enter his name in the list of members.

e. are at least 18 years of age and who have been associated with the parish as an enrolled member or as an enrolled catechumen for at least six months. (By-laws, III, 5)

ELIGIBILITY REQUIREMENTS (for office)

"A voting member of the parish who has been on the parish rolls as a member or as a catechumen for at least one year is eligible for election as an additional Council Member, Secretary, Treasurer, (except that the Treasurer must be at least 21 years old), or Auditor. The President and Comptroller must meet the basic qualifications for election as a council member, have been a member of the parish for at least one additional year, and be at least 21 years old." (By-Laws, VI, 3).

IV. The post office address of the principal place of worship is 51 East Franklin Street, Hagerstown, Maryland, 21740, until August 2, 1984. After August 2, 1984, the address will be 433 Liberty Street, Hagerstown, Maryland, 21740.

The name and address of the resident agent of the Corporation in Maryland are Phillip M. Dorosh, RD 3, box 365A, Boonsboro, Md., 21713

IN WITNESS WHEREOF, we the trustees have signed these Articles of Incorporation on 7/27/1984, and severally acknowledge the same to be our act.

Fr. Dennis Buech

Lucy J. Stals

Phillip M. Dorosh

Ann Brody

WESTON CO  
BALTIMORE MARYLAND

ARTICLES OF INCORPORATION  
OF  
THE ORTHODOX CHURCH OF ST. CATHERINE THE GREAT MARTYR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 27, 1984 AT 10:14 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2463, FOLIO 00026, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 10 2.50 SPECIAL FEE PAID \$ \_\_\_\_\_

D1747583

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

[Signature]



5 29  
RECORD 5.00  
8 SUB 5.00  
04 8318 12-31 P2:31

VILLAGE ASSOCIATES, INC.

ARTICLES OF AMENDMENT

Village Associates, Inc., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out:

First: I, Thomas O. Moore, whose post office address is Route 9, Box 135, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by Virture of the general laws of the State of Maryland.

Second: The name of the corporation (which is hereinafter referred to as "Corporation") is:

VILLAGE ASSOCIATES, INC. *new*

Third: The purposes for which the Corporation is formed are:

1. To own and carry on the business of selling all types and forms of insurance.

2. To do anything permitted by Section 2-103 of the Corporations and Associates Article of the Annotated Code of Maryland as amended from time to time.

Fourth: The post office address of the principal office of the Corporation in this State is 218 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Thomas O. Moore whose post office address is Route 9, Box 135, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. *over*

AND inserting in lieu thereof the following;

First: I, Thomas O. Moore, whose post office address is 214 N. Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virture of the general laws of the State of Maryland. *over*

Second: The name of the corporation (which is hereinafter referred to as "Corporation") is:

HAGERSTOWN UNDERWRITERS, INC. ✓

Third: The purposes for which the Corporation is formed are:

1. To own and carry on the business of selling all types and forms of insurance.
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

Fourth: The post office address of the principal office of the corporation in this State is 214 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Thomas O. Moore whose post office address is 937 Oak Hill Avenue, Hagerstown Maryland 21740. Said Resident Agent is an individual actually residing in this State. ✓

SECOND: The amendment of the Charter of the Corporation as hereinabove setforth has been duly advised by the board of directors and there is no stock entitled to vote on the matter either outstanding or subscribed for at the time of approval.

IN WITNESS WHEREOF, I have signed these Articles of Amendment this 16th day of July, 1984, and I acknowledge the same to my act, Under the Penalties of Perjury.

WITNESS:

*[Handwritten Signature]*  
 \_\_\_\_\_  
 Witness - Secretary

*[Handwritten Signature]* (SEAL)  
 \_\_\_\_\_  
 Thomas O. Moore, President

ARTICLES OF AMENDMENT  
OF  
VILLAGE ASSOCIATES, INC  
Changing its name to  
HAGERSTOWN UNDERWRITERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 17, 1984 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2668, folio 002724, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*G. B. O'Neil*



A 166261

RECORD 5.00  
8 SUB 10.00  
04 8619 12-31 02:32

WASHINGTON COUNTY TOURISM, INC.

ARTICLES OF AMENDMENT

1984 AUG 16 A 11:28

Washington County Tourism, Inc., a Maryland Corporation, having its principal office at Route 1, Box 408, Boonsboro, Maryland 21713, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article Four and substituting in lieu thereof the following:

FOURTH: "The post office address of the principal office of the Corporation in this State is 219 Queen Anne's Court, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roger Keller, 219 Queen Anne's Court, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporation and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Washington County Tourism, Inc., has caused these presents to be signed in its name and on its behalf by its president and its corporate seal to be hereunder affixed and attested by its Secretary on this 10 day of August, 1984, and its President acknowledges that these Articles of Amendment are the act and

ER AND ELGIN, P.A.  
ATTORNEYS AT LAW  
ERSTOWN MARYLAND

42298225

deed of Washington County Tourism, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

WASHINGTON COUNTY TOURISM, INC.

Carolyn Jones  
Carolyn Jones  
Secretary

BY: W. Lee Bailey  
W. Lee Bailey  
President

CORPORATE SEAL:

ARTICLES OF AMENDMENT  
OF  
WASHINGTON COUNTY TOURISM, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 16, 1984 at 11:28 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2666, folio 000589, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Paul B. Anderson



A 166220

002202  
15.01  
12-31 P2:3

ARTICLES OF AMENDMENT

1039

MAUGANSVILLE ELEVATOR AND LUMBER COMPANY, INC.

REC-0 11:28

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Maugansville Elevator and Lumber Company, Inc., a Maryland Corporation, having its principal office at Maugansville, Maryland 21767, had a meeting duly convened and held on November 3, 1983, adopted the following resolution:

"RESOLVED, That it is advisable to amend the Charter of the Corporation by amending ARTICLE 5 of said Charter and Articles of Amendment thereto, approved by the State Tax Commission April 25, 1945 and again by Articles of Amendment approved by the State Department of Assessments and Taxation February 20, 1973, authorizing the Corporation to issue "Two Thousand Five Hundred (2,500) shares of the common voting stock of said Corporation having a par value of One Hundred (\$100.00) Dollars each with the aggregate par value of Two Hundred Fifty Thousand (\$250,000.00) Dollars and Five Thousand (5,000) shares of the non-voting stock of said Corporation having a par value of One Hundred (\$100.00) Dollars each in the aggregate value of Five Hundred Thousand (\$500,000.00) Dollars.", be hereby amended by the substitution of the following provisions to be included in said Article and, restated, the following Article being the same hereby adopted in lieu of and in substitution therefor:

"FIFTH: The total number of shares of common stock which the Corporation has authority to issue is Twenty-Five Thousand (25,000) shares of the common voting stock of the Corporation

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having a par value of Ten (\$10.00) Dollars each in the aggregate value of Two Hundred Fifty Thousand (\$250,000.00) Dollars and Fifty Thousand (50,000) shares of the non-voting common stock of said Corporation having a par value of Ten (\$10.00) Dollars each in the aggregate value of Five Hundred Thousand (\$500,000.00) Dollars."

SECOND: With proper notice duly given to all stockholders of record entitled to vote thereon, setting forth a proposed Amendment upon which action would be taken at the Annual Meeting of Stockholders to be held March 3, 1984 at 4:00 o'clock p.m.

THIRD: Such Annual Meeting of Stockholders was held as aforesaid and said amendment was unanimously approved by all Stockholders entitled to vote thereon.

IN WITNESS WHEREOF, Maugansville Elevator and Lumber Company, Inc. has caused these presents to be signed in its name and on its behalf by its President and its President's signature witnessed by the Secretary this 3rd day of August, 1984.



Attest to Signature and Corporate Seal:

Maugansville Elevator and Lumber Company, Inc.

*Charles L. Wilkey*  
Secretary

By: *James Math*  
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY that on this 3rd day of August, A.D., 1984, before me, the subscriber, a Notary Public in and

for the State and County aforesaid, personally appeared James S. Martin, President of Maugansville Elevator and Lumber Company, Inc., a Maryland Corporation, and in behalf of the Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of the Corporation. At the same time personally appeared Dharl L. Wilfong, Secretary of said Corporation, acknowledging as secretary that the meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information, knowledge and belief.

WITNESS my hand and official notarial seal the day and year last above written.



*Katherine Grosh*  
 \_\_\_\_\_  
 Notary Public

July 1<sup>st</sup> 1986

ARTICLES OF AMENDMENT

OF

MAUGANSVILLE ELEVATOR AND  
LUMBER COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 9, 1984 at 11:28 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2665, folio 002201, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*D.W. Hill*



A 166171

BONDED APPLICATORS OF MARYLAND, INC.

RECORD  
5.00  
12-31-84

ARTICLES OF AMENDMENT

1984 AUG -3 AM 10:35

Bonded Applicators of Maryland, Inc., a Maryland Corporation, having its principal office at No. 17 East Wilson Boulevard, Hagerstown, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety the Fourth Article and substituting in lieu thereof the following:

Fourth: "The post office address of the principal office of the Corporation in this State shall be 400 South Cannon Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State shall be Brian L. Gaver, 400 South Cannon Avenue, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Articles of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporation and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Bonded Applicators of Maryland, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 17<sup>th</sup> day of July, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of Bonded Applicators of Maryland, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to

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ARTICLES OF AMENDMENT  
OF  
BONDED APPLICATORS OF  
MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 3, 1984 at 10:35 o'clock AM. as in conformity  
with law and ordered recorded.

Recorded in Liber 2665, folio 001987, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gal B. Johnson



A 166127

WILLIAM F. PARK, P.A.

ARTICLES OF AMENDMENT

RECORD 5.00  
6.00 25.00  
9-31 P2:33

William F. Park, P.A., a Maryland Corporation, having its principal office in Hagerstown, Maryland, (Hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article I and inserting in lieu thereof the following:

I. The name of the corporation is Park, Kline and Company, P.A.

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF: William F. Park, P.A., has caused these presents to be signed in its name and on its behalf by its President or its Vice-President and attested by its Secretary on July 23, 1983.

WILLIAM F. PARK, P.A.

By: William F. Park

William F. Park, President

42128397

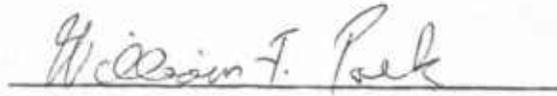
Attest:

1984 JUL 30 P 1:40

Patrick E. Kline

Secretary

The undersigned, President of William F. Park, P.A., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part hereby acknowledges, in the name of and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certify that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



William F. Park, President

ARTICLES OF AMENDMENT

OF

WILLIAM F. PARK, P.A.

Changing its name to

KLINE AND COMPANY, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 30, 1984 at 1:40 o'clock P.M. as in conformity with law and ordered recorded.

Recorded in Liber 2666, folio 000409, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore

*Paul B. Orlum*



A 166058

ARTICLES OF MERGER

H  
These Articles of Merger dated this 16 day of July, 1984, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, (hereinafter referred to as the "Code") are entered into by and between the Corporations named in Article THIRD below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to effect a merger, and that the terms and conditions of said merger, the mode of carrying the same into effect. The Constituent Corporations are "non stock corporations", formed pursuant to Section 5-201 et seq. and the basis of each member of the non stocks corporations continuing membership shall be as set forth herein.

SECOND: Hagerstown Goodwill Industries, Inc., a Maryland Corporation, shall be the Surviving Corporation (hereinafter sometimes called the "Surviving Corporation") under the name of Hagerstown Goodwill Industries, Inc.

THIRD: The parties to these Articles of Merger are Hagerstown Goodwill Industries, Inc., a corporation organized under the Corporations and Associations Article of the Annotated Code of Maryland, and Washington County Loan Closet Association Incorporated, a Maryland Corporation organized under the Corporations and Associations Article of the Annotated Code of Maryland, both corporations being non stock corporations as provided for pursuant to Section 5-201 et seq. of the Corporations and Associations of the Annotated Code of Maryland, as amended. The Surviving Corporation, Hagerstown Goodwill Industries, Inc., is qualified and registered to do business in Maryland.

FOURTH: The Constituent Corporations have no outstanding common stock. The members of the Surviving Corporation shall be the members of the Surviving Corporation prior to the effective date. The members of Washington County Loan Closet Association Incorporated shall cease to be members of the Surviving Corporation as of the effective date.

FIFTH: The principal office of Hagerstown Goodwill Industries, Inc., in the State of Maryland is located in Washington County. Neither of the Constituent Corporations owns ✓

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property in any county in Maryland the title to which could be affected by the recording of an instrument among the Land Records.

SIXTH: The principal office of the Surviving Corporation is 223 North Prospect Street, Hagerstown, Maryland.

SEVENTH: The Board of Directors of Washington County Loan Closet Association Incorporated on the 10th day of September, 1982, by a unanimous vote of the entire Board of Directors adopted a resolution declaring that a merger upon the terms and conditions set forth in the Articles of Merger was advisable and all of the members of Washington Loan Closet Association Incorporated on the same date unanimously adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these articles was advisable.

EIGHTH: The Board of Directors of Hagerstown Goodwill Industries, Inc., on the 22nd day of September, 1982, by a unanimous vote of the entire Board of Directors adopted a resolution declaring that a merger upon the terms and conditions set forth in these Articles of Merger was advisable and all of the members of Hagerstown Goodwill Industries, Inc., on the same date unanimously adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these articles was advisable.

NINTH: Upon the Date:

(a) The assets and liabilities of Washington County Loan Closet Association Incorporated shall be taken up on the books of the Surviving Corporation at the amount in which they shall at that time be carried on the books of Washington County Loan Closet Association Incorporated, subject to such adjustments, if any, as may be necessary to conform to the Surviving Corporation's accounting procedures, and

(b) All of the rights, priveleges, immunities, powers, purposes and franchises of Washington County Loan Closet Association Incorporated and all property, real, personal and mixed, and all debts due to Washington County Loan Closet Association Incorporated on whichever count shall be vested in the Surviving Corporation, in all property rights, priveleges, immunities, powers, purposes and franchises, in all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Washington County

Loan Closet Association Incorporated, and all debts, liabilities, obligations and duties of Washington County Loan Closet Association Incorporated shall thenceforth attach to the Surviving Corporation and may be enforced against it in the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Constituent Corporations, by mutual consent of their respective Boards of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after the approval or the adoption thereof by the members of the Constituent Corporations or all of them.

The merger provided for by these Articles of Merger shall become effective ("The Effective Date") and the separate existence of Washington County Loan Closet Association Incorporated, except insofar as continued by statute, shall cease on the date that the agreement of merger, approved, certified, executed and acknowledged by Washington County Loan Closet Association Incorporated and Surviving Corporation as required by the laws of the State of Maryland are filed for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of Maryland, or on the date specified by the parties hereto as provided by the laws of the State of Maryland, whichever is later.

IN WITNESS WHEREOF, Hagerstown Goodwill Industries, Inc., and Washington County Loan Closet Association Incorporated, the parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on behalf by the respective presidents and attested by their respective secretaries as of the 16 day of July, 1984.

ATTEST:

HAGERSTOWN GOODWILL  
INDUSTRIES, INC.

B. Marie Byrum  
Secretary

BY: J. Lee Potterfield  
Lee Potterfield, President

WASHINGTON COUNTY LOAN CLOSET  
ASSOCIATION INCORPORATED

Charles [unclear]  
Secretary

BY: Ronald L. Pike  
Ronald Pike, President

STATE OF MARYLAND, Washington County, to-wit:

I HEREBY CERTIFY, that on this 16 day of July, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lee Potterfield, the undersigned, President of Hagerstown Goodwill Industries, Inc., who executed on behalf of said corporation the Articles of Merger, of which this certificate is made a part, hereby acknowledges, in name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

WITNESS, my hand and Official Notarial Seal.

Jamie E. Stone  
Notary Public

My Commission Expires:  
7/1/86

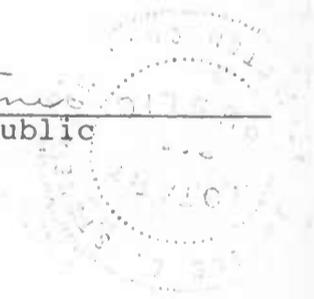
STATE OF MARYLAND, Washington County, to-wit:

I HEREBY CERTIFY, that on this 16 day of July, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ronald Pike, the undersigned, President of Washington County Loan Closet Association Incorporated, who executed on behalf of said corporation the Articles of Merger, of which this certificate is made a part, hereby acknowledges, in name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

WITNESS, my hand and Official Notarial Seal.

Jamie E. Stone  
Notary Public

My Commission Expires:  
7/1/86



ARTICLES OF MERGER

MERGING

THE WASHINGTON COUNTY LOAN CLOSET ASSOCIATION, INCORPORATED (MD CORP.)

INTO

HAGERSTOWN GOODWILL INDUSTRIES, INC. (MD CORP.) SURVIVOR

approved and received for record by the State Department of Assessments and Taxation of Maryland July 20, 1984 at 10:09 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2665, folio 001515, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

5.00

To the clerk of the circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Gal B. Johnson*



A 165973

Received for Record December 31, 1984 at 2:34 o'clock P.M. Liber 33

ROSE AND DOYLE R & D, INC.

ARTICLES OF INCORPORATION

1984 SEP 11

APR 11:01  
8 306  
04 8624

5.00  
35.00  
12-31 1984

FIRST: I, JOSEPH PRESTON DOYLE, whose post office address is 13510 Vandalia Drive, Rockville, Maryland 20853, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is ROSE AND DOYLE R & D, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To provide a means and method of evaluating, examining, financing, licensing, purchasing, promoting, expediting, developing, testing, producing, and marketing in whole or in part all inventions, formulae, machines, scientific instruments, and any other product or service of any kind and character for clients; to employ technicians, experts, and engineers in every branch of scientific skill and endeavor, and to initiate, direct, and supervise their efforts in research, surveys, and investigations in any and all branches and fields of science and technology and in connection with any matter or thing, enterprise, or project conducted by or under the supervision of this corporation; and to assemble data and findings, and to compile reports,

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papers, pamphlets, and books based thereon, practical and theoretical in connection with any field of science or technology; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 107, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of

directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Joseph Preston Doyle.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stocks of any class or classes, whether now or hereafter authorized.

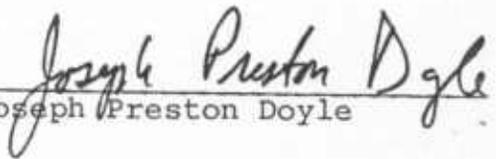
(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other

article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing right or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7 day of September, 1984, and I acknowledge the same to be my act.

  
Joseph Preston Doyle

ARTICLES OF INCORPORATION  
OF  
ROSE AND DOYLE R & D, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 11, 1984 AT 11:01 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

*95*

RECORDER IN LIBER *2670*, FOLIO *000588* ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_

D1770049 *5.00*

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Gal B. Robinson*



A 162935

RECORD 5.00  
8 SUB 45.00  
04 8625 12-31 12:34

FKS, INC.  
A Maryland Close Corporation  
Organized Pursuant to Title Four of the  
Corporations and Associations Article of the  
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, F. Theodore Elliot, whose post office address is 19 North Court Street, Frederick, Maryland 21701, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is FKS, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the retail grocery business and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 136 North Cannon Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is F. Theodore Elliot, 19 North Court Street, Frederick, Maryland 21701. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is as follows: 100,000 shares of common stock with One Dollar (\$1.00) par value.

SEVENTH: This Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is F. Theodore Elliot.

EIGHTH: (1) As used in this Article EIGHTH any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

424320005 42548175

NEW OFFICES  
ELIOTT & NICKLAS  
19 NORTH COURT STREET  
FREDERICK, MARYLAND 21701

(301) 694-8877

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of August, 1984, and I acknowledge the same to be my act.

WITNESS:

Karen Siben

J. Theodore Elliot

ARTICLES OF INCORPORATION  
OF  
FKS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 10, 1984 AT 10:46 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2669, FOLIO 003628, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_

D1769140 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Handwritten Signature]*



A 162845

MARSHALL DOTY ASSOCIATES, INC.

ARTICLES OF INCORPORATION

RECORD 5.00  
3 SUB 45.00  
1984 SEP -6 A 10:18 12-31 10:35

19

FIRST: I, Marshall Doty, whose post office address is 162 W. Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Marshall Doty Associates, Inc.

THIRD: The purposes for which the Corporation is formed are:  
(1) To engage in the practice of professional recruitment and personnel consulting; and to engage in any other lawful purpose and business. (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of Annotated Code of Maryland, as amended from time to time.

FOURTH: The address of the principal office of the Corporation in this State is 162 W. Washington Street, Hagerstown, Maryland 21740. The name, and address, of the resident agent of the Corporation in this State is Marshall Doty, 162 W. Washington Street, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State.

FIFTH: A total number of shares of capital stock which the Corporation has authority to issue is One Thousand (\$1,000.00) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that: (a) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and (b) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Marshall Doty, President; Charles M. Riley, Vice-President; and Laura Parish, Secretary-Treasurer.

SEVENTH: The following provisions are hereby adopted for the

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purpose of defining, limiting, and regulating the powers of the corporation and of the Directors and Stockholders: (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of stock of any class or classes, whether now or hereinafter authorized. (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the charter of the corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter enforced.

EIGHTH: Except as may be otherwise provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than one (1) person. Stock shall be issued and transferable only persons who are not non-resident aliens.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of September, 1984, and I acknowledge the same to be my act.

President

*Marshall H. Haly*

LAW OFFICES

*Conrad W. Varner,*

*P. A.*

COURTYARD PLACE

162 W. WASHINGTON STREET  
HAGERSTOWN, MD 21740

(301) 791-7445

ARTICLES OF INCORPORATION  
OF  
MARSHALL DOTY ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 06, 1984 AT 10:18 O'CLOCK <sup>A.</sup> M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2669, FOLI 000083, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_

D1764893 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

[Signature]



A 162749

Received for Record December 31, 1984 at 2:35 o'clock P.M. Liber 33

ARTICLES OF INCORPORATION  
OF  
LONG MEADOW SHELL, INC.

RECORD 5.00  
8 SUB 501-00  
04 252A 10-01 P2:30  
1984 SEP - T A

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Russell T. Horman, whose post office address is 15 North Court Street, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: The name of the Corporation is: LONG MEADOW SHELL, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

(1) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.

(2) To generally engage in the business of operating a service station to sell gasoline and other petroleum products, to repair and maintain motor vehicles and to sell excessories and products associated with the maintenance of motor vehicles; to buy, repair and sell new and used motor vehicles; and to do all other activities associated with the purchase and sale of new and used motor vehicles and the operation of a service station for repairing and selling products used by motor vehicles.

(3) To apply for, obtain, purchase, or otherwise acquire, any licenses, permissions, and the like which might be used for any of the purposes of the Corporation; and to use, exercise, and develop said licenses, and to sell and otherwise deal with said licenses.

(4) To loan, or advance money with or without security, without limits as to amount; to borrow or raise money for any purposes of the Corporation and to issue bonds, debentures, notes, securities or other obligations of any nature and in any manner permitted by law, for money so borrowed in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust or, the whole or any part of the property of the Corporation real, personal, mixed and/or intangible, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its Corporate purposes.

42518042

(5) To carry on any of the businesses herein enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the herein stated objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

The Corporation is hereby authorized to engage in any other lawful activity for which Corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said Law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1587 Potomac Avenue, Long Meadow Shopping Center, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is DAN R. CRUM, 105 Glade Boulevard, Walkersville, Maryland 21793. Said resident agent is an adult citizen of Maryland and presently resides therein. ✓

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting common stock. After the original issuance of stock, the stockholders of the Corporation shall have preemptive rights with respect to the sale by the Corporation of any additional shares of stock, whether treasury stock or authorized but unissued stock, regardless of the purpose for sale. This preemptive right may be waived in any particular instance of the issuance of shares of stock in the Corporation by a majority vote of the stockholders of the Corporation. ✓

SIXTH: The total number of directors of the Corporation may be fixed and thereafter increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of stockholders of the Corporation if there are less than three (3) stockholders, and the names of the Directors who shall act until the first annual meeting of the shareholders, or until their successors are duly chosen and qualified are: DAN R. CRUM, ALMA L. CRUM, LINDA LEE CRUM and DANNY RAY CRUM, JR.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, or criminal, administrative, or investigative (other than an action by or in the right

of the Corporation) by reason of the fact that he is or was such directors, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which is reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by the reason of the fact that he is or was such a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article EIGHTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHTH.

(4) Any indemnification under paragraph (1) or (2) of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article EIGHTH. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or

proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized by this section.

(6) Agents and employees of the Corporation who are not directors or officers, of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 6<sup>th</sup> day of September, 1984.

WITNESS:

Mary W. Thomas  
Mary W. Thomas

Russell T. Horman (SEAL)  
Russell T. Horman

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 6<sup>th</sup> day of September, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Russell T. Horman, who acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal on the day and year above written.



Mary W. Thomas  
Mary W. Thomas, Notary Public

ARTICLES OF INCORPORATION  
OF  
LONG MEADOW SHELL, INC

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 07, 1984 AT 10:01 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2668, FOLIO 003546, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 11

D1764505 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*D. W. Hill*



A 162710

RECORD 5.00  
55.00  
1984 SEP - 1  
12-31 P2:34

ARTICLES OF INCORPORATION  
OF  
BLUE RIDGE BEGINNINGS, INC.

Robert L. Millard, having a post office address at 10400 Connecticut Avenue, Kensington, Maryland, 20895, being of legal age, acting as the Incorporator, does hereby adopt and sign the following Articles of Incorporation as his act and deed for the purpose of forming a Stock Corporation for profit under the general laws of the State of Maryland.

FIRST: The name of the Corporation, hereinafter referred to as the Corporation, is:

BLUE RIDGE BEGINNINGS, INC.

SECOND: The purposes for which the Corporation is formed are:

To conduct and carry on a general manufacturing business, as principal, agent, or in any other lawful capacity, to manufacture textile merchandise such as men and womens' clothing, skirts, shirts, frock, and other fabric items useful in homes, offices and factories.

To design, develop, sell and distribute fabric products as clothing, appliance coverings, cleaning materials, and other uses compatible with general habitation requirements.

To sell at wholesale and retail, to buy and sell general merchandise and crafts.

To buy, sell, lease, acquire and dispose of land, buildings, supplies, parts and machinery, autos and all things necessary to the operation of the business.

To have all of the general powers granted to a corporation organized under the laws of the State of Maryland, whether granted by specific statutory authority or by construction of law.

THIRD: The post office address of the principal office of the Corporation in the State of Maryland is Box 3, Rohrsersville, Maryland, 21779, and the name of the resident agent of the Corporation in the State of Maryland is Per Olof Backman, a citizen of the State of Maryland actually residing

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therein, whose post office address is Box 3, Rohrersville, Maryland, 21779.

FOURTH: The total number of shares of stock which the Corporation has authority to issue is five thousand, (5,000) all of one class and designated common stock, and of no par value.

The Board of Directors of the Corporation is authorized from time to time to fix the price of the consideration for the issuance of the stock of the Corporation and any share so issued and for which consideration has so been paid shall be termed fully paid and non-assessable.

Any provisions governing the restrictions on the transfer or availability of any of the shares of stock of the corporation are to be set forth in the By-Laws.

FIFTH: The number of Directors of the Corporation to hold office until the first regular meeting of the stockholders or until their successors are duly elected and qualify is three (3), and at no time shall this number be decreased, but it may be increased at the election of the Stockholders. The names of the Directors, to serve until their successors are duly elected and qualify, are as follows:

Per Olof Backman

Alice G. Backman

Helen Goebel

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The provisions for the regulation of the internal affairs of the Corporation shall be set forth in the by-laws.

IN WITNESS WHEREOF, I have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are my act and deed on this 31st day of August, 1984.



ROBERT L. MILLARD  
(301) 565 3060

1072

ARTICLES OF INCORPORATION  
OF  
BLUE RIDGE BEGINNINGS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 07, 1984 AT 11:09 O'CLOCK <sup>A.</sup> M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDER IN LIBER 2668, FOLIO 003527, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_

D1764471 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE, *[Signature]*

*[Signature]*  
\_\_\_\_\_



A 162707

Received for Record December 31, 1984 at 2:36 o'clock P.M.  
Liber 33

RECORD 5.00  
B SUB 60.00  
04 2629 12-31 12:36

ROBERT T. WILSON, ATTORNEY AT LAW, CHARTERED

Articles of Incorporation  
A Maryland Close Professional Corporation

FIRST: I, Robert T. Wilson, whose post office address is Route 3, Box 78, Old Boonsboro/Mt. Lena Road, Boonsboro, Maryland 21713, being at least twenty one years of age, do hereby associate myself as incorporator with the intention of forming a professional corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation is:

ROBERT T. WILSON, ATTORNEY AT LAW, CHARTERED

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, and as amended from time to time.

FOURTH: The purpose for which the Corporation is formed are as follows:

1. To engage in the professional practice of law through individuals who have been admitted to practice before the Court of Appeals in the State of Maryland, and are authorized to render professional legal service within the State of Maryland, and to do every act and thing commonly done in connection with the conduct of a law practice.
2. To invest its funds in real estate, mortgages, stocks, bonds, or any other types of investments and to own real and personal property necessary for the rendering of professional services.
3. To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, assets and the obligations or liabilities of any person, firm, association or corporation.

1984 AUG 31 A 11:19

4. To acquire, hold, use sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks, and trade names, relating to or useful in connection with any business of this corporation.

5. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, scrip, warrants, rights, bonds, debendures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock company, syndicate, association, firm, trust or person, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

6. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

7. To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debendures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any

part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

8. To loan to any person, firm, corporation or other entity any of its surplus funds, either with or without security.

9. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

10. To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

11. To do anything permitted by the General Laws of the State of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation is: Route 3, Box 78, Old Boonsboro/Mt. Lena Road, Boonsboro, Maryland 21713. The name and address of the resident agent of the Corporation is Robert T. Wilson, Rte. 3, Box 78, Boonsboro, Maryland 21713. Said resident agent is a citizen of this state and actually resides thereat.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 1,000 shares without par value, all of one class.

SEVENTH: No stock in the corporation shall be issued

to anyone other than an individual who is admitted to practice law in the State of Maryland. No stockholder may enter into any trust agreement or any type of reinvesting with any other person of authority to exercise the voting power of any or all of his stock. Whenever all of the shareholders of the Corporation who are appropriately licensed for the professional practice for which the corporation is established shall at any time or for any reasons cease to be licensed, certified or registered, the corporation thereupon shall be dissolved. Within ninety days following the date of death of a shareholder or within ninety days following the disqualification of a shareholder from the practice of the profession for which the corporation is organized, all the shares of said shareholder shall be transferred to and acquired by the corporation by the persons qualified to own said shares.

EIGHT: The holder of the common stock shall be entitled to purchase ratably according to their respective holdings any shares of common stock of the corporation issued or sold for cash, and any stock purchase, warrants or other option rights which may be issued giving the right to purchase shares of such common stock for cash, but in either such case only at such prices and during such period or periods and upon such terms as may be determined from time to time by the Board of Directors.

NINTH: The number of directors of the corporation shall be at least One (1), which number maybe increased pursuant to the by-laws of the corporation, and each must be duly admitted to the Bar of the State of Maryland and authorized to carry on the practice in the State of Maryland. The name of the Director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: Robert Tinnin Wilson, who is qualified under the terms of Section 5-118 of Corporation and Associations Article of the Annotated Code of Maryland, as amended.

TENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time shares of its stocks on any class, whether now or hereafter authorized, ~~or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.~~ Said stock may be issued only to individuals duly admitted to practice before the Bar of the State of Maryland.

2. The Board of Directors of the corporation is hereby empowered to authorize the issuance of one thousand (1,000) full paid and non-assessable shares without par value for the following consideration--cash, property and services, the value of which is hereby stated to be not less than one dollar per share.

3. To make, alter or repeal the by-laws of the corporation.

4. To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

5. To sell, purchase, transfer or redeem shares of stock in the corporation only in accordance with the provisions of Sections 5-101 through 5-122 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

ELEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 27th day of August, 1984.

*Robert T. Wilson*

ROBERT T. WILSON

STATE OF MARYLAND  
COUNTY OF MONTGOMERY TO WIT:

I hereby certify that on this 27th day of August, 1984, before me the subscriber, a Notary Public in and for the state and county aforesaid, personally appeared Robert T. Wilson, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

Witness my hand and notarial seal.



*Rosemary E. Seawall*

1078

ARTICLES OF INCORPORATION  
OF  
ROBERT T. WILSON, ATTORNEY AT LAW, CHARTERED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 31, 1984 AT 11:19 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

6

RECORDER IN LIBER 2667, FOLIO 002913, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_

D1762707 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Signature]*



A 162599

1984 AUG 15 A 10:47

RECORD 5.00  
S SUB 65.00  
04 8630 12-31 12:37TURNER'S DELIVERY SERVICE, INC.  
ARTICLES OF INCORPORATION

FIRST: I, GEORGE F. TURNER, whose post office address is 655 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is TURNER'S DELIVERY SERVICE, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of a general delivery service for the purpose of delivery of parcels and or persons in compliance with all state and federal regulation and to engage in all activities incidental to the service such as sales, marketing, administration and service.

FOURTH: The post office address of the principal office of the Corporation in this State is 655 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George F. Turner, 655 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

42418082

~~42288028~~

1980

SIXTH: The number of Directors of the Corporation shall be three (3) which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Frances M. Turner, Thomas L. Turner and George F. Turner.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, vot-

ing powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted

by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13<sup>th</sup> day of August, 1984, and I acknowledge the same to be my act.

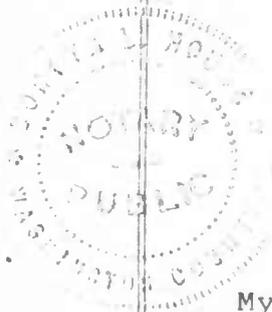
George F. Turner  
George F. Turner

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 13<sup>th</sup> day of August, 1984, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared George F. Turner, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Ronita L. House  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
TURNER'S DELIVERY SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 28, 1984 AT 10:40 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

6

RECORDER IN LIBER 2667, FOLIO 001875, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_

D1760818 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE

*[Signature]*



A 162410

2w8 1084

ARTICLES OF INCORPORATION  
OF 1984 AUG 27 A 11: 14

POTOMAC VALLEY INSURANCE AGENCY, INC.

RECORD 6.00  
8 SUB 71.00  
04 8631 12-31 P2:37

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William V. Morreale, whose post office address is Route 3, Box 42, Boonsboro, MD, 21713; Dennis W. Shank, whose post office address is 330 Central Avenue, Hagerstown, MD., 21740 and Karin C. Palladino, whose post office address is Route 3, Box 42, Boonsboro, MD., 21713, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is POTOMAC VALLEY INSURANCE AGENCY, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in the marketing of all lines of insurance and investment and financial analysis.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other

42408065

certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(d) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purpose.

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through

1086

others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(f) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation is 1423 Dual Highway, Hagerstown, Maryland, 21740. The resident agent of the Corporation is William V. Morreale whose post office address is Route 3, Box 42, Boonsboro, Maryland, 21713. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of \$10.00 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The Corporation shall have three Directors:

William V. Morreale  
Route 3, Box 42, Boonsboro, Maryland, 21713

Dennis W. Shank  
330 Central Avenue, Hagerstown, Maryland, 21740

Karin C. Palladino  
Route, 3, Box 42, Boonsboro, Maryland, 21713

These three persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any

of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may not be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may not vote thereat to authorize any such contract or transaction. Ratification of an interested director transaction shall be by a majority of disinterested directors.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

1990

IN WITNESS WHEREOF, we have signed these Articles of  
Incorporation on this day of 1984.

Witness:

William V. Morreale (SEAL)  
William V. Morreale

Dennis W. Shank (SEAL)  
Dennis W. Shank

Gloria S. Mooers

Karin C. Palladino (SEAL)  
Karin C. Palladino

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 22nd day of August, 1984,  
before me, the subscriber, a Notary Public of the State and County  
aforesaid, personally appeared William V. Morreale, Dennis W.  
Shank and Karin C. Palladino and severally acknowledged the  
aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Gloria S. Mooers  
Notary Public

My Commission expires:  
7/1/86



ARTICLES OF INCORPORATION  
OF  
POTOMAC VALLEY INSURANCE AGENCY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 27, 1984 AT 11:14 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

8

RECORDER IN LIBER 2667, FOLIO 001652, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 24 SPECIAL FEE PAID \$

D1760487 6.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*[Signature]*



A 162377

Received for Record December 31, 1984 at 2:38 o'clock P.M.

Liber 33

1984 AUG 23 A 10:54  
5.00  
76.00  
12-31 P2:38

ARTICLES OF INCORPORATION

G. A. STEWART ENTERPRISES OF MARYLAND, INC.

FIRST: I, Edwin H. Miller, whose post office address is 82 West Washington Street, Hagerstown, Maryland, 21740 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is G. A. STEWART ENTERPRISES OF MARYLAND, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To buy, sell, trade, manufacture goods and merchandise of every nature and kind and to carry on such business as wholesalers, retailers, importers and exporters and to acquire all such merchandise, materials and other articles as may be necessary or incidental to such business; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 300 West Franklin Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is George A. Stewart, 300 West Franklin Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one million (1,000,000) shares of common stock, with a par value of One (\$1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3).

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: George A. Stewart, Barbara R. Stewart and Robert B. Stewart.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

42368082

*Letter of Consent attached*

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

1094

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of August, 1984, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Harne

Edwin H. Miller  
Edwin H. Miller

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 2nd day of August, 1984, before me, the subscriber, a Notary Public in and for the State and County afore-said, personally appeared Edwin H. Miller and acknowledged the afore-going Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Eunice C. Harne  
Notary Public

My Commission Expires:  
July 1, 1986





# G.A. STEWART ENTERPRISES, INC.

P.O. BOX 810 • HAGERSTOWN, MARYLAND 21740 • 301-739-5112

ENTERPRISES, INC.

August 20, 1984

Maryland State Department  
of Assessments and Taxation  
Baltimore, MD

Gentlemen,

G.A. Stewart Enterprises, Inc. a Delaware Corporation  
does here by consent to the formation of a Maryland Corporation  
styled G.A. Stewart Enterprises of Maryland, Inc.

Very truly yours,

G.A. Stewart  
President

ARTICLES OF INCORPORATION  
OF  
G. A. STEWART ENTERPRISES OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 23, 1984 AT 10:50 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2667, FOLIO 001097 ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 200 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ \_\_\_\_\_

D1759612 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. Quinn*



A 162270

*Aut*

Received for Record December 31, 1984 at 2:38 o'clock P.M. Liber 33 1097

RONALD Z. SULCHEK, P.A.

ARTICLES OF INCORPORATION

RECORD 5.00  
8 SUB 81.00  
04 8433 12-31 P1:38

1984 AUG 22 A 11:56

FIRST: I, Ronald Z. Sulchek, whose post office address is 17116 Harbaugh Valley Road, Sabillasville, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Ronald Z. Sulchek, P.A.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the general practice of Accountancy in the State of Maryland;

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1185 Mt. Aetna Road, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Ronald Z. Sulchek. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be One (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than One (1). The names of the Director who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Ronald Z. Sulchek, President.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall

1984 JUL 30 P 12:47

LAW OFFICES  
Edward W. Varnor,  
P.A.  
COURTYARD PLACE  
162 W. WASHINGTON STREET  
HAGERSTOWN, MD 21740  
(301) 791-7445

~~42358127~~ 42358127

have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and shareholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such above.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited to restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

3. With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such share;

(e) the sale, lease, exchange or other transfer of all, or

substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

(g) the voluntary or involuntary liquidation, dissolution, or winding-up the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

NINTH:

(1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding in the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative

LAW OFFICES

*Col. W. Varnes,*

*P. A.*

COURTYARD PLACE

162 WASHINGTON STREET

HAGERSTOWN, MD 21740

(301) 791-7445

vote at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27<sup>th</sup> day of July, 1984, and I acknowledge same to be my act.

Ronald Z. Sulchek  
Ronald Z. Sulchek

STATE OF MARYLAND, COUNTY OF WASHINGTON: To-Wit:

I HEREBY CERTIFY that on this 27<sup>th</sup> day of July, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared RONALD Z. SULCHEK, who acknowledged the foregoing Articles to be his act.

Witness my hand and official Notarial Seal.

Joanna Staley Kemmerer  
Notary Public



My Commission Expires:

July 1, 1986

ARTICLES OF INCORPORATION  
OF  
RONALD Z. SULCHEK, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 22, 1984 AT 11:56 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2667, FOLIO 000582, ON OF THE CHARTER RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 40 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1759208 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

*Paul B. Robinson*



A 162236

